

**Harper Adams University**

**Corporate Governance  
Handbook**

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## LEGAL AND CONSTITUTIONAL ARRANGEMENTS

### The University's Legal Framework

1. Harper Adams University is a registered charity, a company limited by guarantee and an institution of higher education governed by a Memorandum and Articles of Government approved by the Privy Council. The Memorandum and Articles and other constitutional documents can be found on the University's Publication Scheme. Please enter 'Publication Scheme' in the search engine of the website and you will find the University's Publication Scheme which has these documents included within it. Further amendments to the legal framework were approved in 2012 and are referred to below.
2. The Memorandum and Articles set out the object of the University, the powers of the Board of Governors ('the Board'), details of the membership of the Board, the way in which members are appointed and powers for the Board to establish sub committees and appoint officers of the Board. The Articles set out the responsibilities of the Board, the Vice-Chancellor and the Academic Board, the delegation of functions from the Board (and specifically which functions should not be delegated), procedures for meetings, procedures for the appointment, promotion and conduct of staff, the establishment of a Students' Union, procedures for student conduct and the power of the Board to create further regulations or bye-laws.
3. Most alterations to the Memorandum and Articles of Government can be approved by the Board and submitted to Companies House/the Charity Commission. Certain changes require the approval of the Department for Education/Office for Students (OfS) and, where appropriate, the Charity Commission must also be consulted. The Memorandum and Articles provide a framework for more detailed University regulations for staff and students, and must be followed where they contain relevant procedures. They are therefore a reference point for the governance of the University and are freely available to governors, staff, students and the public on the University's website.
4. Five other documents are of importance in the legal framework of the University. The first is an Order of Council dated 4 September 1996, which grants the University the power to award taught degrees, and which are confirmed in the second document, The Education (Recognised Bodies) Order 2013. The third is the Order of Council dated 18 December 2000 (see above) which, in addition to approving the new Instrument and Articles of Government and object of the University, confirmed approval of the change in its title from Harper Adams Agricultural College to Harper Adams University College. The fourth is an Order of Council dated 19 July 2006 which confirms that the University may award its own research degrees. The fifth is a letter from the Privy Council dated December 2012 granting University title to Harper Adams University. Please see Publication Scheme for copies as noted above, of all documents.
5. The University must also meet the requirements of a wide range of other legislative provisions governing the actions of publicly funded institutions and 'business' entities. These, and the University's policy responses, are available on the University's web pages and on the portal in documents such as the Staff Handbook and the Academic Quality Manual.

### Reviews of Governance Arrangements

6. In 1999/2000, the University undertook the first of a series of reviews of its Governance arrangements. This was intended to address best practice guidance that had been prepared by the Committee of University Chairs, the Dearing Report and the Government's response, entitled 'The Learning Age' and HEFCE guidance on Effective Financial Management in Higher Education. The review resulted in the publication of the Report of the Governance Working Party, 4 December 1998 which recommended a number of major revisions to the constitution of the Board of Governors and the operation of the Board. These changes also introduced new concepts of corporate governance to the way in which the Board functioned which are detailed in later sections of this handbook. Further reviews of arrangements to promote Board effectiveness were conducted in 2004 and 2005 as a response to new guidance from the Committee of University Chairs and in 2010 as part of a LFHE Governing Body Effectiveness Pilot A further five yearly review took place in 2015. In the updated Code published in 2014, the CUC recommended that Boards follow a four yearly Effectiveness Review pattern. A review therefore took place in 2019. The University now conducts a review every three years using the latest (2020) CUC guidance.
7. The CUC guidance recommends the adoption of a HE Governance Code, the need for which had originally been identified in the Lambert Review. The University has continued to adopt the Code and engaged with it as it has developed over time. When a new version of the Code or similar CUC guidance documents are published, the Board reviews its arrangements against the new guidance and agrees an action plan where further enhancements are required to meet the requirements of any new guidance. Governors are expected to help ensure that the work of the Board and its Committees follow the CUC Guidance. Please refer to the CUC web site at <https://www.universitychairs.ac.uk/> for copies of all publications.

## THE BOARD OF GOVERNORS

### The Board of Governors

8. The Board of Governors has a maximum of 23 members. Of the appointed members, there are 2 ex-officio Governors (the Vice-Chancellor and the President of the Students' Union), 12 Independent Members and at least 3, but not more than 8 are Co-opted members. Two Co-opted places are used for elected academic staff representatives and one for a member of support staff, but as the remainder are used for external appointees. There is nothing, in practice, to distinguish between the Independent and external Co-opted categories of membership.
9. The Board of Governors exists to ensure that the mission of the University is fulfilled. To do this, members of the Board need to keep themselves informed of developments in the University, and in higher education, and of the performance of the University. Members of the Board are expected to participate fully in the development of the University's corporate and operating plans and to ensure the proper allocation and use of the University's resources in meeting the objectives of those plans. They have a particular duty to ensure that equality, diversity and inclusion are embedded in the policies and procedures of the University and in the decision making of the Board. Members are asked to contact the University Secretary, Vice-Chancellor, Chair or Vice Chair if they have any queries relating to their role or wish to receive further information/briefing on particular topics at any time during their term of office as a governor.
10. Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times and ensure that they are discharging their duties with due regard for the proper conduct of public business. Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life (the Nolan Committee), and consequently members of governing bodies, such as the Board of Governors, need to observe the Seven Principles of Public Life drawn up by the Nolan Committee. (see Code of Conduct later in the Handbook).
11. The University is a registered charity so members of the Board of Governors are also trustees of the Charity. The charitable objects of the University are the same as those in the Memorandum and Articles, namely the provision, conduct and development of the University to provide higher education for the industries, professions and communities associated with rural land.
12. The Board of Governors has procedures for the conduct of its meetings. These are set out in the University's Memorandum and Articles. In addition, the relevant provisions setting out the powers of the Board of Governors setting out the responsibilities and procedures for meetings and the Charity Commission Scheme have been drawn together in terms of reference for the Board<sup>17</sup>. The CUC (see footnote 16) advises the Board to adopt a statement of primary responsibilities<sup>18</sup>. This is included in the Publication Scheme as noted above on the University website. There are terms of reference for each Committee approved by the Board. These are reviewed annually and any changes are recommended to the Board for its approval.
13. The Board of Governors is expected to exercise its responsibilities in a corporate manner; that is to say decisions must be taken collectively by the members acting as a body. Members must not act individually or meet in informal groupings to take decisions on Board business on an ad hoc basis outside the constitutional framework of the meetings of the Board and its committees. A role description has been prepared to set out the major areas of responsibility for members of the Board of Governors. A copy is available on the Governors' Document Library accessible from the University website. Members who need assistance in accessing these resources should contact the University Secretary on 01952 815242 or Assistant to the University Secretary on 01952 815256.

## **The Nominations Committee**

14. The University's Nominations Committee was established as a result of the first Governance Review. The Committee has determined:
  - Criteria for Membership of the Board of Governors, which sets out priority areas and subject coverage sought from new members of the Board
  - Procedure for Invitations to New Members, to provide a clear timetable and modus operandi for approaching potential new Governors
  - A succession plan for the Board which sets out the anticipated turnover of Board members to assist the planning of nominations
15. The Committee usually meets as a minimum in March/April each year, and makes its recommendations to the Board meeting in the following July, or by circulation if required. Retiring Governors normally leave the Board after the July meeting, and new Governors take up their appointment at the same point or as soon as convenient. The Committee reviews a skills matrix setting out the skills and expertise of members and it also formally receives and reviews the Register of Interests annually
16. Independent Members of the Board will normally be appointed for an initial term of office of 4 years. The Board may formally consider appointment to a second term of office of 4 years at the July meeting during the last year of the initial term. After two terms of four years, in exceptional circumstances or if a member holds office (i.e. if Chair or Vice-Chair), the period of office may continue.
17. The University's Annual Report contains a statement on corporate governance that explains that nominations of potential Governors should be made to the Clerk to the Board for consideration by the Nominations Committee.
18. On the retirement from the Board after four years of an academic or support staff governor, an election is held to seek a nomination for a new staff governor, the staff governor may stand for a second term, making a maximum period four years if re-elected.

## **Officers of the Board**

19. The role and responsibilities of the Chair of the Board, the Vice Chair, and Clerk in relation to their Board duties, are set out in 'job descriptions' for each of these roles. See the Governors' Document Library.
20. Expression of interest/elections to the Chair and Vice- Chair(s) of the Board are held annually at the autumn meeting of the Board. A postal ballot of Governors, if required, is held in the preceding weeks. The nominated candidates are expected to leave the room during the election process. The Clerk to the Board chairs the meeting for the duration of this item of the agenda. The appointment of the Chair and Vice- Chair(s) may occur at any point during the term of the full term of office of a Governor. In such cases, and subject to compliance in other respects with Memorandum and Articles, the Governor concerned may have his/her appointment extended for a further period of up to 4 years. The aim of this approach is to ensure continuity of service of key members of the Board whilst ensuring that the spirit of guidance on length of service on the Board is maintained.
21. The Board is required to appoint a Clerk to act as its secretary. This role is performed by the University's University Secretary (UCS). The Clerk also acts as secretary of committees of the Board. Provision is made within the terms of reference of the relevant committees for procedures to avoid conflicts of interest between the roles of Clerk and UCS. The Audit & Risk Management Committee annually reviews the joint role of the Clerk and the UCS to ensure that it remains appropriate for the University. The issue of potential conflicts of interest, and the overall role of the Clerk, are also addressed annually in Governor-led performance reviews with the postholder. All members are actively encouraged to discuss any concerns with the Secretary whose role is to support all members of the Board ensuring that members are able to debate and discuss issues and offer constructive challenge to the senior management team. The Secretary also plays an important role in facilitating an appropriate working relationship between the Chair and the Vice-Chancellor and is expected to act independently if required to address any concerns wheresoever they may arise, that might risk undermining good governance requirements.

## **Code of Conduct, Roles and Responsibilities of Members of the Board of Governors**

22. The Board of Governors is the University's governing body and has overall responsibility for the strategic direction and financial health of the institution. A statement of primary responsibilities of the Board is published on the University's web site <https://www.harper-adams.ac.uk/general/governance/>. A copy is included at Annex 2.

The Board consists of not less than fifteen and not more than twenty-three members as follows:

- a) two ex-officio Governors being the Vice-Chancellor and the President of the Students' Union for the time being of the University;
- (b) up to twelve shall be Independent Governors;
- (c) not more than nine Co-opted Governors whose numbers shall include members of staff.

Members are appointed for a four-year term which is renewable for a second four-year term. The number of terms may be extended if an independent member is elected Chair or Vice Chair of the Board.

Note: The Board is also able to decide to co-opt external members with specific expertise to its Committees e.g. Audit and Risk Management Committee and Staffing Committee. It also nominates and appoints staff who are not staff governors to participate in Honorary Awards Committee, Animal Welfare and Ethical Review Body, Research Ethics, Staffing Committee and Farm Strategy Committee.

23. Independent members of the Governing Body are appointed to the Board on the recommendation of the Nominations Committee. Appointments are usually confirmed by the Board at its summer meeting but take effect from the following November, which is month when the Board's Annual General Meeting is usually held. However where necessary, appointments can be made at any time of the year by following the same process. Nominations are subject to due diligence checks to ensure that a nominee is able to meet the requirements of a "fit and proper person" as specified by the Office for Students, and the requirements for appointment as a Trustee specified by the Charity Commission and any requirements that may be set by Companies House for a person to be a Director of a Company. The nominee is asked to declare whether or not they feel they meet these requirements and an on-line due diligence check is then progressed. If, at any time before or after appointment, a nominee or a member's ability to meet these requirements changes, he/she must immediately inform the Chair (or Vice-Chair in the Chair's absence) so the matter can be considered appropriately and if necessary, (if an appointment has been made), steps can be taken in accordance with the Articles of Association to review and/or terminate membership of the Board of Governors and/or its Committees. Members, including co-opted members of Committees are asked annually to formally re-confirm, as part of the year end process, whether or not they continue to meet these requirements. A copy of the OfS Public Interest Governance Principles and definition of a fit and proper person and the Charities Commission Declaration for fit and proper persons is included at Annex 3.
24. Members of the Board are expected to commit themselves to regular attendance at Board meetings in person at the University or virtually via MS Teams or a similar secure on-line meeting technology specified by the University (3 meetings of 3-4 hours duration each and 1-day meeting where a shorter business meeting held in the morning is followed by a planning session usually finishing around mid-afternoon) at the University. Members are also normally expected to serve on a least one Board committee, working group or occasional task force during their period of office. Board committees usually meet 3-4 times a year at the University or are held virtually. Where meetings of the Board or a Committee are held on campus members can join by conference telephone or virtually. Members are invited to attend other events and activities held by the University, including Graduation Day, usually held in mid-September. Occasional attendance at the University may be required for special activities such as audit visits by external agencies. It is anticipated that the role will require an average of 12 days a year, plus reading and travelling time.
25. Governors are invited to participate in an induction session prior to joining the Board, which outlines the work of the University and issues relating to Higher Education governance. They are also encouraged to discuss any areas where they feel they need further briefing or development to fulfil their governance role with the Chair or the Secretary so arrangements can be made. Governors are also actively encouraged to take part in training and development events organised by AdvanceHE (usually in London or other regional city locations or held virtually). Other opportunities to engage in development are offered by the University itself and by and other external organisations e.g. the University's internal and external auditors, and GuildHE. These opportunities are highlighted to members including co-opted members of Committees, where a member attends an externally facilitated session, he/she is asked to provide brief oral (or written, if the member prefers) feedback at a Board or Committee meeting so other members may hear about key points that the member has gleaned from attending the session.
26. Governors may be asked to take on a specific area of responsibility as a "Lead Governor" to monitor on behalf of the Board and to lead reports on their allocated area at Board meetings. It is expected that Governors taking on these roles will respect the accepted boundaries between the management and Governors of the University, but will familiarise themselves with the particular area of operation, perhaps through occasional meetings with relevant University staff or visits to the University, so that they can discuss developments in their appointed area with the Board. Examples of such areas include Finance, Human Resources, Estates, Student Services etc.
27. The particular responsibilities of members of the Board are set out in this document and are defined in the Articles of Association (incorporating the Instrument and Articles of Government which is published on the Publication Scheme.  
A copy of the Articles can be found at Annex 1 and on the University's web site: <https://www.harper-adams.ac.uk/general/governance/>. This Code of Conduct and the rest of the Governor Handbook (also

available on the Publication Scheme) is also a useful source of further information for members. The Code of Conduct and role that members of the Board are expected to fulfil can be summarised as follows:

- a) The Board of Governors exists to ensure that the mission of the University is fulfilled. To do this, members of the Board need to keep themselves informed of developments in the University, and in higher education, and of the performance of the University. Members of the Board are expected to participate fully in the development of the University's corporate and operating plans and to ensure the proper allocation and use of the University's resources in meeting the objectives of those plans.
- b) Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of governance at all times and ensure that they are discharging their duties with due regard for the proper conduct of public business, including with particular respect to ensuring freedom of speech and academic freedom, equality and diversity and financial and environmental sustainability. Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life (the Nolan Committee), and consequently members of governing bodies, such as the Board of Governors, need to observe the Seven Principles of Public Life drawn up by the Committee. These principles are as follows:
  - 1) **Selflessness.** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefit for themselves, their families or their friends
  - 2) **Integrity.** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties
  - 3) **Objectivity.** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit
  - 4) **Accountability.** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office
  - 5) **Openness.** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands
  - 6) **Honesty.** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
  - 7) **Leadership.** Holders of public office should promote and support these principles by leadership and example
- c) The University has the legal form of a Company Limited by Guarantee and as such is also a registered charity so members of the Board of Governors are Directors of the Company and also trustees of the Charity. The charitable objects of the University are the same as those in the Instrument of Government, namely the provision, conduct and development of the University to provide higher education for the industries, professions and communities associated with rural land.
- d) The Board of Governors has procedures for the conduct of its meetings. These are set out in the University's Instrument and Articles of Government. In addition, the relevant provisions of the Instrument (the powers of the Board of Governors), the Articles (on, for example, the Board's responsibilities and procedures for meetings) have been drawn together in terms of reference for the Board. The Board's decision to follow all aspects of the Committee of University Chairs' Higher Education Code of Governance Practice also requires the Board to adopt a statement of primary responsibilities (see Annex 2)
- e) The Board of Governors is expected to exercise its responsibilities in a corporate manner; that is to say decisions must be taken collectively by the members acting as a body. Members must not act individually, make commitments on behalf of the University, act as a proxy or delegate for others (even if he/she was nominated by a particular constituency) or meet in informal groupings to take decisions on Board business on an ad hoc basis outside the constitutional framework of the meetings of the Board and its committees. The Instrument of Government states: "*Every member shall speak and act in person, contributing to the deliberations of the Board whatever special knowledge and advice relevant to the matter in hand is available to the member by reason of the circumstances of membership, but exercising personal judgement to the best of the member's ability, in the interests and for the good of the University as a whole, in all matters committed to the Board of Governors*".
- f) It is central to the proper conduct of public business that directors/governors of organisations funded by public

money should act, and be perceived to act, impartially and not be influenced in their role as governing body members by social or business relationships. A member of the Board of Governors who has a pecuniary, business, family or other personal interest in any matter under discussion at any meeting of the Board or one of its committees at which s/he is present is expected, as soon as practicable, to disclose the fact of his/her interest to the meeting and, if required by the Chair, to withdraw from that part of the meeting. A member of the Board is not, however, considered to have a pecuniary interest in matters under discussion merely because s/he is a member of staff or a student of the institution. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent members of the Board from considering and voting on proposals to insure the members of the Board against liabilities it might incur.

- g) As set out in the Instrument of Government, if at any time the Board of Governors are satisfied that any member of the Board of Governors: (a) has been absent from meetings of the Board of Governors for a period of 14 twelve months without the permission of the Board of Governors, or (b) is adjudged bankrupt or makes a composition or arrangement with his or her creditors, or (c) is unable or unfit to discharge the functions of a member; or (d) being a Staff Governor ceases to be a member of the staff of the University, or (e) being a Student Governor ceases to attend any registered course of study at the University or ceases holding a sabbatical post, (f) is under the age of 18; then the Board of Governors may, by notice in writing to that member, remove such member from membership of the Board.
  - h) The University has published the register of interests of members of the Board of Governors on its web site (see Publications Scheme). The Register is reviewed by Nominations Committee at least annually. The University also holds a register of interests for senior staff and those who are members of Board Committees or other University committees such as Academic Board. The Register, maintained by the University Secretary as Clerk to the Board, is a public document and available to staff, students, or any member of the public who wishes to review the information. Members of the Board are expected to discuss with the Clerk any potential interests or conflict of interests that may need to be declared in the Register, and to keep their entry in the Register up-to-date and complete. Guidance from the Clerk is available on matters that might need to be entered into the Register of Interest.
  - i) Members of the Board are required to provide a brief biography, together with a photograph, that can be included on the governance section of the University's web site. Members are also asked to ensure that they keep their entry on the skills matrix for the Board up to date. The matrix is reviewed annually by the Nominations Committee to inform its forward planning of vacancies and approach to identifying potential new members who may be able to offer the skills required.
28. To meet the above responsibilities, members of the Board must be able to work with the Chair, Vice-Chancellor and other senior staff who act as University officers:
- a) To provide vision and strategic direction for the development of the University's work
  - b) To act impartially and in the best interests of the University at all times
  - c) In conjunction with the Chair and Vice-Chancellor & Chief Executive, to provide advice, guidance and support to University officers to ensure the successful delivery of the University's mission
  - d) To monitor that key decisions are implemented on a timely basis
  - e) To help the University liaise with key stakeholders, and to ensure that internal liaison between the Board and the staff and students of the University is effective
  - f) To ensure that the University's financial resources are being used sustainably, prudently and effectively
  - g) To ensure that the University complies with relevant statutory and regulatory requirements
  - h) On occasion, to represent the University at external functions
  - i) To ensure that the Board delivers effective governance for the University in relation to guidance provided for the Higher Education sector on governance issues
  - j) To proactively ensure that the Board and the University are promoting and embedding equality, diversity and inclusion. (The Board receives an annual report on EDI which seeks to provide the Board with an overview of actions taken in that year to deliver EDI)
29. The position of Governor is voluntary and is not remunerated. Reasonable (standard fare) travel and subsistence expenses are paid in accordance with University Financial Regulations. The University's policy is that all expenses must be claimed within three months of being incurred and where possible within the same financial year (the University's financial year runs 1 August-31 July) in which they were incurred. Expenses that are over six months old may not be claimed. Approved Governor Training and Development costs are also met by the University.

30. All members of the Board are expected to meet with the Chair at least once annually to discuss their own performance and contribution to the work of the Board and to feedback any suggestions for their own effectiveness/development and/. or ways in which the Board as a whole might be able to enhance its effectiveness. As a guide to this discussion the Board has agreed that the following seven areas will be covered in the discussion:

**Seven key areas to be covered in Annual 1-1 discussions between the Chair and individual members of the Board:**

- Is the Board is working effectively at a strategic level?
- Are you happy with the Strategic Plan and with its translation into the Corporate Plan?
- The way the Board operates: are you happy with a) Governor relations and the make-up of the Board, b) relations with the Executive Team,
- The Lead Governor roles and Committee memberships – are you happy with the way this is working?
- Do you have any lightbulb thoughts regarding threats or opportunities for the University – over the period of the Strategic Plan (i.e., to 2025)?
- How do you feel you have contributed to the work of the Board and in any Lead Governor or Committee roles? NB at this point the Chair will also feedback to the member on the Chair's view and discuss any areas for further development and how these might be addressed.
- Any other points to raise?

Every three years, the Board will also conduct a formal effectiveness review using recommended best practice for HEI Boards. This exercise includes external input from a suitably experienced person who understands HE governance.

## **Induction Arrangements for Governors and Governor Development**

31. Members of the Board, when taking up office, are briefed by the Clerk on the terms of their appointment and the responsibilities placed on them for the proper management of the University. An induction workshop is also offered annually (where required) to all new members and these sessions are also offered as a "refresher" session for existing members. Members are advised about the online Governors' Document Library (see above) in which copies of relevant background documents can be found for information about the way in which the Board operates and the University is managed. Information on developments at the University may also be sent to members of the Board in between meetings. There is, however, an onus on members to keep themselves informed about the University. The Chair, Vice-Chair(s), Vice-Chancellor or Clerk may be contacted at any time for such information if required.
32. A brief resume for each member of the Board will be requested by the Clerk shortly after appointment so as to provide background information on the interests of the member and to ensure that records of members contact details etc. are kept up to date. Photographs of the current Governors are maintained in the Main Building and on the University web pages so that staff and students may familiarise themselves with the members of the Board.
33. From time to time, Governors will be offered opportunities to attend courses and other events to assist their development in their role, in accordance with the University's arrangements for Governor Training and Development. Many of these events are offered as part of the sector's AdvanceHE Governor Development Programme. The University will fund attendance and reasonable travel/subsistence costs. Please contact the Assistant to the University Secretary on 01952 815256 for details. Members who attend an external training development event are asked to give a short briefing to all members on the session attended. Such information on good practice can be oral or written.

## **Personal Liability of Governors**

34. The law relating to personal liability of members of governing bodies is complex and its interpretation is ultimately a matter for the courts. The following information is not an attempt at a statement of law and should not be relied upon as such. It does, however, offer general guidance on conduct which might help avoid actions which could involve personal liability. Members of the Board should satisfy themselves that they understand their own position in the University and should:
  - act honestly, diligently and in good faith
  - be satisfied that the course of action proposed by the Board is in accordance with the University's Instrument and Articles of Government and the Charity Commission Scheme
  - not bind the University to a course of action it cannot carry out
  - seek to ensure that the University does not continue to operate if it is insolvent
  - seek to persuade colleagues by open debate and register dissent if they are concerned that an action of the Board would be contrary to any of the above statements
  - avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the University

Members are also required to sign a declaration that they meet the OfS requirements for being appointed as a governor of a registered HEI and are required to advise the Clerk or Chair immediately if their circumstances change.

35. Whilst the responsibilities of the Board are exercised in a collective manner and decisions are made by formal resolution, claims involving the collective decisions and actions of the Board could be made. Governing bodies usually take out insurance against the cost of any claims of negligence that may be made against members of the Board in carrying out their duties. The University has such insurance cover, the details of which may be obtained from the Chief Financial Officer.
36. Certain areas of liability, for example, criminal acts, are difficult or impossible to insure against and could leave individual Governors open to personal liability. The University is an incorporated body being a company limited by guarantee. This limits members' individual liability to £1.00 in terms of potential personal financial exposure.

## **Committees of the Board of Governors**

37. The Articles of Government allow the Board to establish committees for any purpose or function other than those assigned within the Articles to the Vice-Chancellor or to the Academic Board. The Board may also delegate powers to such committees (or to the Chair of the Board or to the Vice-Chancellor). The Articles

add, however, that the Board must establish an Audit Committee. This Committee is arranged according to the requirements of the OfS and CUC's Guidance on Audit Committees. The Board is also required to establish a committee or committees to determine or advise on such matters as finance or employment.

38. The Board is not permitted to delegate any of the following:
- a. The determination of the educational character, mission and corporate plans of the University
  - b. The approval of the annual accounts and annual estimates of income and expenditure
  - c. Ensuring the solvency of the University and the safeguarding of its assets
  - d. The appointment or dismissal of the Vice-Chancellor
  - e. The varying or revoking of the Articles
39. The proceedings of the Academic Board and any committee established by the Board of Governors or the Academic Board are the same as the regulations laid out in the Articles of Government for the meetings and proceedings of the Board of Governors unless they have been superseded by regulations made by the Board of Governors specifically for that committee. In practice, although each committee has formal terms of reference approved by the Board, the proceedings and arrangements for meetings are operated in the same way as those of the Board of Governors.
40. The Board has the following committee structure (see Diagram 1). Terms of Reference for the committees are available in a common format. These set out the constitution of the committee, its delegated authority and powers, detailed terms of reference and reporting requirements. The current membership of each committee is also provided. The terms of reference, and committee membership, are reviewed regularly by each committee and/or the Board at least annually (normally at the first or last meeting of the new academic year). The Chair of Nominations Committee, as Chair of the Board, is responsible, with the assistance of the Clerk, for ensuring that committees of the Board have sufficient Governor members and that the functions of the Committees remain current, and relevant, to the needs of the University.
41. Whilst most of the Committees cover areas normally represented in university constitutions, the University has two that are related to its specialist status. In 2000, the Board established a GM & Safety Ethics Committee to consider the implications for the University, and for the progress of studies in genetically modified materials, of conducting trials in the use of these materials. An Animal Welfare & Ethical Review Body has also been established, which meets twice each year as a minimum. Members include a Named Veterinary Surgeon, Named Animal Welfare Officer and the Home Office Inspector with oversight of Harper Adams's Home Office Licence for Animals in Science. The University also has a Farm Strategy Committee, established as a joint committee with the University Executive, which monitors and helps improve the financial and farming performance. See Diagram 1 Board Committee Structure.

#### **The Relationship between the Academic Board and Board of Governors**

42. The responsibilities of the Academic Board are set out in the Articles of Government. The Academic Board must have no more than 27 members, comprising the Vice-Chancellor (who is the 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 is able to nominate a Deputy Chair from among the members of the Academic Board to take the chair in his place. Subject to the provisions of the Articles and the overall responsibility of the Board of Governors. The Academic Board's role includes:
- General issues relating to the research, scholarship, teaching and courses at the University, and related procedures as set out in the Articles
  - Considering the development of the academic activities of the University and resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon
  - Advising on such matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board
43. The Academic Board is empowered to establish such committees as it considers necessary to carry out its responsibilities provided that each committee is first approved by the Vice-Chancellor and the Board of Governors. The committees are expected to report to the Academic Board. The number of members and the terms on which they hold and vacate office may be determined by the Academic Board.
44. The Academic Board has the following committee structure (see Diagram 2). Terms of Reference its committees are available in a common format from the Assistant to the Academic Registrar and Director

of Academic Services. These set out the constitution of each committee, its delegated authority and powers, detailed terms of reference and reporting requirements. The current membership of each committee is also provided.

45. It is important for the Board of Governors and Academic Board to have a close understanding of their respective roles and responsibilities. The Vice-Chancellor chairs the Academic Board and is an ex-officio member of the Board of Governors. Since 2004, an independent governor with HE expertise has been nominated by the Board of Governors to become a member of the Academic Board, in order to improve information flow between the Boards. The Board of Governors receives reports on the work of the Academic Board at each of its meetings. The Board of Governors has a clear role in assuring itself about the management of academic quality and standards and has to consider an annual declaration on these matters. To ensure the Board has sufficient information to inform its decisions, it receives a number of agreed documents and briefing papers in addition to the Academic Board reports to help members make an informed decision. See Diagram 2 Academic Board.

### **The Role of the University Executive and the Board of Governors**

46. The University Executive is a committee authorised by the Board of Governors to deal with operational matters relating to the management of the University and the management of the University's relationship with OFS and other external agencies. The Committee is also charged with the responsibility for the preparation and implementation of the University's strategic plan, related sub-strategies and associated resource management. The University Executive is chaired by the Vice-Chancellor and has a core membership that includes the senior management team. This group meets at least twice a month and includes Heads of Academic Departments and the heads of certain support services.
47. Notes of meetings of the University Executive (in the form of action minutes) can be obtained from the University Secretary. Although the University Executive does not routinely report to the Board of Governors, its activities involve steering policy towards implementation and acting as a first point of internal discussion on the development of new policies. The work of the University Executive is presented to the Academic Board and/or Board of Governors (or their relevant sub-committees) in the form of briefing papers and reports on major issues of concern to the University and the senior management team as necessary.
48. The University Executive organises the production of major planning documents and assesses them in their early stages of development to ensure that they can be put into operation and are consistent with other University activities and objectives. These documents include the University's Strategic Plan and The University Executive meets with the Board to consider the development of annual/strategic plans and as a means to help set the strategic priorities of the University and inform later debate on these issues at the Academic Board and Board of Governors. This annual Planning Meeting is usually held in September each year.

### **The Role of the Planning Approvals Committee**

50. The University's preparations for the QAA Institutional review in 2002 identified the need for a clearer definition of responsibility for developing, planning and resourcing academic activity and for providing improved strategic advice on academic matters to the Academic Board and, thereafter, to the Board of Governors. The essence of this approach was that if the Academic Board and Board of Governors were to deal with strategic policy matters, and the University Executive was to handle operational matters, there was a need for a group to consider, in more depth, the middle ground - the implications of academic developments on the coherence of the University's academic portfolio and on associated resourcing issues.
51. The Planning Approvals Committee has been developed with this role in mind. The relationship between the committee and the University's resource allocation system is outlined in Diagram 3. It has the remit to prepare policies and conduct academic strategic planning on behalf of the Academic Board and the Board of Governors and to make such recommendations as are required to the Academic Board on policy and planning matters. Major functions of the Committee include assessing the resource implications of new academic developments (including, for example, new course proposals, new methods of course delivery and collaborative arrangements) and monitoring the operation of the resource allocation system and its impact on academic planning and policy making. See Diagram 3 Planning Approvals Committee.

### **The Remuneration Committee**

52. The Remuneration Committee is authorised by the Board of Governors to set the salaries (and where appropriate, severance payments) of senior University staff. The Committee may also review and recommend alterations to terms and conditions of service for Senior University staff having regard to University employment policies established by the Staffing Committee approved by the Board. The category of Senior University staff is defined in the Articles of Government as

the Vice- Chancellor, the Deputy Vice-Chancellor and the University Secretary but has been supplemented by all members of the Vice-Chancellors Team.

53. In conducting its role, the Remuneration Committee is expected to seek comparative information on salaries, other emoluments and conditions of service in the Higher Education sector. It does this by the University's participation in the national review of salaries of senior staff conducted by the Universities and Employers' Association (UCEA). In considering severance arrangements, and particularly payments made in association with severance, the Committee is expected to comply with relevant OfS guidance<sup>and</sup> should bear in mind that it represents the public interest and should avoid any inappropriate use of public funds. The Committee conducts its work in accordance with the CUC He Senior Staff Remuneration Code.
54. University staff take part in an annual staff development review. In the case of the Vice- Chancellor, this is conducted by the Chair of Governors and the Vice Chair. In the case of the six other Senior Staff of the Vice-Chancellor's Team the review is conducted by the Vice- Chancellor. This is also supplemented by a further annual review by Governors. The intention of the Governor-led review is to undertake an assessment of performance of each of the Senior Staff to inform the decisions of the Remuneration Committee as well as to discuss plans on future priorities. To ensure a degree of separation between the Governor-led reviews and the Committee, the third governor serving on the Remuneration Committee does not take part in the senior staff reviews.

## **MANAGEMENT STRUCTURE**

### **The Senior Management Structure**

55. The University Vice-Chancellor is identified as the Chief Executive Officer of the University. The Vice-Chancellor has general responsibility to the Board of Governors for ensuring that the object of the University is fulfilled and for maintaining and promoting the efficiency, discipline and good order of the University. The Board of Governors may entrust to the Vice-Chancellor such powers and duties as are required to fulfil the above requirements, a number of which are spelt out in the Memorandum of Government. These include the organisation, direction and management of the University and leadership of the Staff, and the appointment, assignment, grading, appraisal, suspension, discipline, dismissal and determination, within the framework set by the Board of Governors, of the terms and conditions of service of staff other than holders of senior posts (who are dealt with by the Remuneration Committee). The Vice-Chancellor is responsible and accountable to OfS (and ultimately to Parliament) for ensuring that the University uses OfS funds in ways that are consistent with the purposes for which those funds were given, and complies with the conditions attached to them. These include the conditions set out in relevant legislation and in the financial memorandum that sets out the terms accompanying the annual grant made to the University by OfS.
56. The management structure immediately below the Vice-Chancellor is set out at Diagram 4. The chart is reviewed regularly and the latest version may always be found on the University website under the Publication Scheme. See Diagram 4 Management Organisation Chart.

### **Roles and Responsibilities of Senior Managers**

57. The Articles of Government require the Board of Governors to appoint a Clerk to the Board. This position is held by the University Secretary and carries with it general responsibility for corporate governance systems and arrangements for the University. The University Secretary also has overall responsibility for the University's administration, and particular responsibility for strategic planning and human resources, estates, including domestic services, health and safety, and catering. Other matters dealt with in the University Secretary's office include oversight of graduation infrastructure, the management of the Development Trust and fundraising activities, the management of University property, legal affairs, internal audit and general liaison with OfS. She is also the Prevent Lead for Harper Adams.
58. The Chief Financial Officer (CFO) reports directly to the Vice-Chancellor on matters of concern to the Vice-Chancellor's role as designated officer under the OfS Financial Memorandum, and otherwise on financial operations and the allocation of resources. The CFO takes the lead role on insurance, financial matters, financial planning and other financial issues, including reporting on finance matters to the OfS. The CFO also manages IT services, Business Development and the Short Course and Conference Office.
59. The Deputy Vice-Chancellor has a co-ordinating role for all academic matters concerning the University's academic departments. The Heads of Academic Departments report to the Deputy Vice-Chancellor and the DVC also had responsibility for the University Farm, with the Farm Manager reporting to him. The Deputy Vice-Chancellor also develops the research and knowledge transfer strategy and co-ordinates their implementation and is the senior manager with responsibility for delivery of the learning, teaching and student experience strategy.

60. The Academic Registrar and Director of Academic Services is responsible to the Vice-Chancellor for the management of the university's registry, and academic support services. The Academic Registrar is Secretary to the Academic Board and its sub committees. She is the Safeguarding Lead for the University and Head of Educational Development and Quality Enhancement, who takes the lead on such matters as the University's quality assurance systems and compliance with external guidance on academic regulatory matters reports to her. Her team also deliver the University's provision for disabled students, graduation (student facing arrangements) library, admission of students, registry and student services and student support. She oversees student complaints and appeals and the Head of Student Services oversees the first stages of student disciplinary matters.
61. The Director of Marketing, Communications and Recruitment leads the University's marketing, recruitment and press/communications Teams. This team manage open days and attend agricultural shows and other promotional activities and are the key point of contact for all press/media related matters. Her team also look after widening participation and outreach to schools, alumni relations and lead on co-ordination of major visits. The team looks after external and internal communications.
62. The Vice-Chancellor leads on development and delivery of the International Strategy

### **Line Management and Organisational Structure**

63. The University's main administrative sections, and sub-sections, are arranged as follows:

#### **Deputy Vice-Chancellor**

Research Office  
Laboratories  
Academic Departments  
Teaching and Learning and Educational Development  
The University Farm

#### **University Secretary**

Estates and Facilities Office including:  
*Capital Projects*  
*Maintenance*  
*Housekeeping and Laundry*  
*Campus Management*  
*Security*  
*Energy generation and estates aspects of carbon management*  
*Business Services/Reception*  
Catering  
Health and Safety  
Development Trust/Fundraising  
Grounds

#### *Deputy Secretary's team:*

Strategic Projects  
Sustainability including environmental strategy and carbon management  
Human Resources including organisational development  
Legal/Data Protection

#### **Chief Financial Officer**

Management and Project /Research Accounting  
Payroll and Accounts Office  
IS/IT & Telephones  
Conferences and Short Courses Office  
Business Development

#### **Academic Registrar/Director of Academic Services**

Academic Quality Assurance and Enhancement including academic collaborative partnerships  
University Registry, Admissions, Examinations and Timetabling Office  
Learner Support Services  
Careers Office  
Placement Office  
Student Services  
Residential Accommodation (on/off campus)  
Student Warden Team  
Library  
Academic Quality Assurance and Enhancement

**Director of Marketing and Communications**

Press and Public Relations

Schools and College Liaison

Website Development

Marketing and Promotional Activities

External/Internal Communications

Alumni

Student recruitment

The Vice-Chancellor is responsible leading on international strategy.

A diagram setting out the University's Organisational Structure can be found at Annex 4.

## **Internal Communications**

64. The University takes internal communications extremely seriously, and has developed a number of methods for the exchange of information with all sections of the University community.
65. Regular communications are maintained via the Weekly Diary, a short newsletter which contains recent news and information about forthcoming events and activities at the University. Open informal meetings for all staff are held monthly and a more formal meeting takes place at least twice a year to consider strategic issues facing the University, and enable information about financial and planning matters to be discussed. Specific meetings for Domestic Services, Catering, Grounds, Estates and Farm staff also take place at suitable times to enable those staff working on shift patterns to engage in regular staff meetings. Question and answer sessions are encouraged in these meetings. Line Managers are further encouraged to hold regular meetings with their staff in order to ensure that communication lines are maintained. The University's intranet provides a source of information and policy documentation. Information on staff development is also circulated regularly.
66. During the development of the University's strategic plan (and subsequently when dealing with major strategic external developments) the Vice-Chancellor holds open sessions for all staff to attend so that information about these external developments can be relayed and considered by as many University staff as possible. As noted above, Staff are normally invited to meet informally once a month with the Vice-Chancellor to discuss current developments and any other issues they wish to raise. These events are important in developing a greater awareness of policy impacts upon the University from a wide range of higher education and rural policy drivers. The Vice-Chancellor also offers open sessions most weeks where any member of staff or student can sign up for a meeting slot.
67. The University established a Staff Consultative Group in 2000, to which members representing various categories of staff were initially appointed. The Group worked on the development of new Staff Handbooks and related University policies, taking an active role in seeking feedback from staff and helping prepare advice for the Governors Staffing Committee. Since 2002, members of the Staff Consultative Group have been elected by the staff groups they represent.
68. The University recognised the Universities & Colleges Union (UCU) as the trades union representing academic staff in 2002. The local branch of the UCU represents, in local negotiations, academic members of the UCU only (not academic-related members as would be common in larger universities) and provides another conduit for communication with this particular group of staff. UCU does also include a small number of staff who work in support staff roles and the Union is able to support such members as necessary, but cannot negotiate on their behalf. No other trades unions are currently recognised by the University. The Vice-Chancellor and other Senior Staff meet with UCU representatives at the Joint Consulting and Negotiating Committee (JCNC).

## **Staff Representation in Decision Making**

69. The constitution of the Board of Governors provides for a number of staff representatives. The Vice-Chancellor holds an ex-officio position. Two other members of academic staff and one member of support staff are elected to a 4-year appointment, and are eligible for election for a further term of office of 4 years, following which they retire from the Board.
70. The Academic Board consists of elected members of academic staff, a Governor and a number of senior administrative staff and is chaired by the Vice-Chancellor. Other staff may attend meetings as observers to ensure that information about administrative and resource matters is available to the wider academic community.
71. In addition to staff governors, two members of staff are appointed to the Governors' Staffing Committee. One has been appointed from amongst the academic staff and one from amongst support staff, in order to provide views from these groups of staff in the determination of University personnel policies and systems. Two staff nominated from the membership of Academic Board are also members of Honorary Awards Committee. The Farm Strategy Committee has four staff members.
72. Staff are consulted on a regular basis during the preparation of strategic documents and the University's response to external reporting or regulatory requirements, consistent with the need to ensure that progress on these activities is maintained. Informal means of communication mean that there are many other ways, including day-to-day communication, where the views of staff are considered in the development of University policies and procedures.

## **PLANNING SYSTEMS**

### **Roles and Responsibilities in the Production of Corporate Plans and Sub-Strategies**

73. The University's strategic planning system is maintained by the University Secretary (US) working closely with the Vice-Chancellor. The Vice-Chancellor is responsible for the preparation of a 5-yearly strategic plan supported by the University Secretary as necessary. The University Secretary prepares the annual monitoring and corporate planning statements each year to monitor the implementation of the plan and provide a statement of planned direction in the intervening period between the production of strategic plans. The Chief Financial Officer compiles annual financial forecasts that accompany the strategic plan in relevant years, or the annual submissions to OfS in other years. The University Executive is responsible for ensuring that the University's strategic plan, annual monitoring and corporate planning statements and financial forecasts consider relevant considerations from across the University.
74. The University's range of sub-strategies is produced by senior University staff according to the area in which the strategy is required and their management responsibilities. It is important for sub strategies and the main strategic plan to be coordinated, so a system of integrated planning has been adopted by the University.
75. The following staff are responsible for the compilation of sub strategies:

<b>Sub-strategy:</b>	<b>Compiled by:</b>
HR Strategy	Deputy University Secretary/Head of HR
Estates Strategy	University Secretary/Head of Estates & Facilities
Financial Strategy	Chief Financial Officer
Learning & Teaching Strategy	Deputy Vice-Chancellor/Director of Education
Widening Participation Strategy/Access	Academic Registrar/Director of Marketing
IT Strategy	Head of IS/IT/Chief Financial Officer
Research Strategy	Deputy Vice-Chancellor/Director of Research
Marketing Strategy	Director of Marketing, Communications &
International Strategy	Vice-Chancellor

### **The University's Planning Cycle**

76. The University's planning cycle typically involves the production of a planning framework statement (Corporate Planning Statement) at the start of each calendar year. This is intended to consider academic developments and plans within the University and external developments from a review of the external environment. This document is circulated within the University and considered at relevant committees of the Board of Governors and Academic Board. The framework is also available for Academic Departments to develop their academic plans for the next academic year, and to inform them of University priorities over that same period. The framework can also then be used in staff development reviews, held in the spring/early summer each year, during which staff can be guided on the contribution that they can make to help deliver the University's priority developments. Feedback from staff development reviews can be submitted by academic departments to inform the University planning process.

### **The Relationship between Academic and Corporate Planning**

77. The University's planning cycle is intended to provide opportunity for academic issues (with appropriate financial considerations) to be at the forefront of the University's planning priorities. Academic Departments are encouraged to think about the future direction and development of their subject area, and to look at novel ways of combining subjects to build new discipline areas. The Board of Governors has nominated a Governor to be a member of the Academic Board to monitor academic developments and concerns of the Academic Board and to relay these to the Board of Governors as required.
78. The University organizes annual joint planning sessions involving Heads of Departments, senior managers and members of the Board of Governors. The Annual Planning Meeting usually takes the form of meetings involving the whole Board and the University. On some occasions other planning meetings may include the members of the F&GP Committee, because this committee has a particular role in the oversight of the planning function within the University.

## **AUDIT ARRANGEMENTS & AUDIT & RISK MANAGEMENT COMMITTEE**

### **The OfS Audit Code of Practice**

79. The University is required, as a condition of its financial agreement with OfS, to follow audit arrangements set out in the Audit Code of Practice. The Audit Code of Practice can be found at [www.OfS.ac.uk/](http://www.OfS.ac.uk/).
80. The Board of Governors is required by the University Articles of Government to establish an Audit

Committee. The Committee, which in the case of the University also monitors risk management issues, is required to operate in accordance with the OfS Audit Code of Practice and the CUC Code of Practice for Audit Committees. The Committee consists of governors and other external representatives appointed because of their expertise in audit, financial or business matters. No member of the Audit & Risk Management Committee is able to serve on the F&GP Committee so as to provide independence between the two bodies. Representatives of the external and internal audit service providers attend the meetings to present reports and answer questions from the Committee. The Clerk to the Board of Governors acts as Clerk to the Committee.

81. The Audit & Risk Management Committee normally four times a year. The autumn meeting typically involves consideration of the external audit of the University accounts for the previous year, the annual report of the internal auditors for the previous year, the annual Value for Money Strategy report and the annual report of the Audit & Risk Management Committee to the Board of Governors, covering the major issues addressed by the Committee during the course of the previous year. The Internal Audit plan for the forthcoming year is also considered at this meeting. The spring and summer term meetings are principally concerned with addressing internal audit reports and management responses.

#### **External Audit**

82. External auditors are appointed annually on the recommendation of the Audit & Risk Management Committee to the December meeting of the Board of Governors. The appointment of external auditors normally tendered or benchmarked on a 3+1+1-year basis to ensure that value for money is obtained in the audit commissioning process. The Audit & Risk Management Committee pays due regard to the need to ensure that the external audit service is challenging and robust in the conduct of its duties. The lead external audit partner is changed every 7 years to appropriate degree of independence exists between the external audit provider and the University. The external auditor is expected to comment not only on the University's accounts and accounting systems but also on the conduct of internal audit and reliance placed upon internal audit as a source of information to the external audit, the University's corporate governance systems (including risk management) and the University's approach to securing value for money in its activities.
83. The conduct of the external audit is managed by the Chief Financial Officer and the external audit provider.
84. The external auditors are also expected to provide input to financial arrangements on any projects supported by OfS funding, where they may audit the use of funds provided by grant and certify that they have been applied for the approved purpose. The external auditors may on occasion, at the request of the Audit & Risk Management Committee, undertake specific audit- related projects to verify external audit requirements. The external audit service providers are not otherwise usually engaged on University business without specific permission being granted but, where relevant, a statement to this effect must be made by the Audit & Risk Management Committee in its annual report to the Board of Governors.

#### **Internal Audit**

85. Internal auditors are normally appointed on a 5-year basis following a tender and selection process organised by the University Secretary and involving representatives of the University's senior management and the Audit & Risk Management Committee. The internal auditors are expected to undertake in the region of c 50-55 days of audit each academic year on a variety of systems and procedures which are not restricted to financial processes.
86. The internal audit plan is considered in the late spring/summer each year on the basis of the University's assessment of current risks and the internal auditors needs assessment and overall audit planning cycle. The plan is presented to the Audit & Risk Management Committee for approval. The plan is developed in conjunction with the Vice- Chancellor and senior University officers and is mapped against the University's Risk Analysis and Action Plan. A work programme is established to enable blocks of internal audit to take place each term, with the intention that reports and management responses are presented to the next meeting of the Committee. Management responses are then followed up at subsequent meetings to make sure that appropriate action has been taken. The internal auditors present a round-up of action in the previous year by way of their annual report to the Committee in the autumn term.
87. The internal auditors are expected to work in conjunction with the OfS to determine priorities within OfS for audit attention. They are also expected, as are the external auditors, to take due account of OfS accounting and auditing directions that are issued from time to time. The internal audit service providers are not otherwise engaged on University business.

#### **The Fraud Register**

88. The University maintains a Fraud Register that is made available to the Audit & Risk Management Committee at each meeting. The register contains details of fraud events, or related 'near misses' that can be used to guide internal audit activities or as a reference point for systems improvement.

### **Public Interest Disclosure Policy**

89. The University maintains a Public Interest Disclosure Policy (please see Publications Scheme) to provide guidance to, and protection for, whistle-blowers concerned about the conduct of the University or an individual member of staff. Reports on the use of the system, and any subsequent action, are expected to be made to the first available meeting of the Audit & Risk Management Committee. The Committee may require further investigation or action depending on the circumstances of the case.

### **Risk Management**

90. The University has a comprehensive system of risk management developed in accordance with the recommendations of the Turnbull Committee and subsequent HEFCE/OfS accounting directions and other HE sector guidance on risk management. The Audit & Risk Management Committee oversees the operation of the University's Risk Management Policy which is reviewed and updated at least annually. The University's Disaster Recovery and Business Continuity Plan sets out systems for dealing with a range of emergencies that the University might experience. The University's Risk Analysis and Action Plan (RAAP) which is also reviewed annually sets out the University's assessment of major risk items, graded in terms of their potential impact and likelihood. The RAAP also contains the Risk Appetite Statement and a mapping of how the University's RAAP relates to its major strategies.
91. The Risk Analysis and Action Plan is updated annually to take account of the University's changing priorities, opportunities and perceived risks. The Plan forms one element of the internal audit plans each year. The Plan assigns responsibility for dealing with risks to key members of staff, and responsibility for monitoring action to a range of committees of the Board of Governors and to the Academic Board. Regular reports on risk items are made to these committees so that progress can be overseen. These are consolidated in a regular risk management report to the Board of Governors and its committees as well as Academic Board (Academic Risks).
92. The risk management system is supported by numerous procedures within the University that aim to ensure that major risks are prevented insofar as this is possible. The aim of the system is not to eliminate risk, but to understand and manage it as part of regular processes and procedures, so that risk management becomes embedded in normal University activities. These include, for example, routine practices of risk assessment (for activities and events), health and safety requirements and the financial assessment of major University developments and projects.

### **Compliance with External Guidance on Corporate Governance**

93. The Audit & Risk Management Committee monitors external developments in corporate governance to ensure that the University is following best practice in its approach to governance and audit issues. The Board has agreed to follow the CUC guidance noted earlier in the handbook.

## **FINANCE**

### **The Finance and General Purposes Committee**

94. The Finance and General Purposes Committee (F&GP Committee) has responsibility for advising the Board of Governors on financial and planning matters. The Committee has two sub-committees (Health and Safety and Farm Strategy) that routinely provide reports on their activities.
95. The Committee's terms of reference are available on the Governors' Document Library. The Committee meets four times a year. In the autumn meeting the Committee considers the annual accounts for the previous financial year, together with the report of the Audit & Risk Management Committee on the conduct of the external audit and any matters arising from it. The Committee recommends acceptance (or otherwise) of the annual accounts to the Board of Governors. The spring meeting will usually consider the outline planning framework for the forthcoming year. Joint meetings may occasionally be held between the F&GP Committee and the University Executive to consider wider strategic planning matters.

### **Financial Management Structure**

96. The University operates the DREAM financial accounting software system in a distributed way, such that account holders are able to interrogate accounts and other financial information from their desktop. The Finance Office handles all other financial arrangements, including payroll (an outsourced system is used for this), the management of ledgers, income and expenditure, etc.

97. The Vice-Chancellor, as the designated officer under the University's Financial Memorandum with OfS, is responsible for the proper financial conduct of the institution. The Chief Financial Officer supports the Vice-Chancellor in this role, and reports directly to the Vice-Chancellor on matters related to finance. The Chief Financial Officer is also expected to liaise regularly with finance representatives at OFS in order to understand and work with OFS funding methods and to address issues of concern over funding arrangements with the Funding Council.

## **The Production of Annual Accounts and Estimates of Income and Expenditure**

98. Annual accounts are produced by the Finance Office in accordance with the relevant Statements of Recommended Practice (SORPs), other guidance issues by the Funding Council, including provisions in the University's Financial Memorandum and other relevant accounting, codes and standards of practice. The annual accounts are audited, and the auditors present a report on their findings, and any recommendations arising from the audit, to the Board of Governors at its annual general meeting. The accounts are then required to be submitted, along with the annual report of the Audit Committee to the Board of Governors, to OFS.
99. Estimates of income and expenditure for the following financial year are usually prepared in the period March-June each year. The estimates are produced by the Finance Office for consideration by the University Executive and the F&GP Committee during summer term meetings. The F&GP Committee approves the estimates and recommends them to the Board of Governors where they are considered at the July meeting of the Board. The estimates form the basis of annual financial forecasts which, again, are considered by the Board at its July meeting. The financial forecasts cover a 5-year period, and are produced in accordance with OfS guidelines. The forecasts not only provide estimated financial data, but an accompanying statement on major features, and a risk analysis of factors built into the forecasts.

## **Financial Regulations and Procedures**

100. The Finance Office maintains a set of Financial Regulations<sup>32</sup> approved by the F&GP Committee on behalf of the Board. The Financial Regulations are subject to periodic review by the Chief Financial Officer and to routine internal audit, to gain a picture of compliance with the regulations and procedures in other parts of the organisation. The Regulations contain guidance on the conduct of financial matters including the tendering of contracts, the management of financial accounts, bank mandates along with more detailed operational notes for guidance on the use of financial systems by budget holders.

## **The University's Funding Relationship with the Office for Students (OfS)**

101. The University is recognised by the OfS as a registered body providing higher education. As such, Harper Adams is able to secure grant and other forms of funding from the OfS, subject always to continuing to meet the regulatory requirements of the OfS. The regulatory framework sets out the requirements to achieve and maintain registration and is supplemented by a range of letters to The University's auditors are expected to report on whether the University has applied the funding in an appropriate way, considering OfS requirements.
102. Other funding streams may be awarded from time to time, for example by way of competitive bids to the OfS. The reporting requirements placed upon the University are usually addressed in the letter announcing the grant (much of which will have already been spelt out in the relevant OfS Circular inviting applications for funding). Typically, this will involve reporting progress to OfS and there may also be a need for the University's auditors to audit and be able to confirm that the grant has been applied to the project(s) for which it was awarded.
103. Guidance on financial matters is often contained in Circular Letters issues by the OfS. These are important in that they may contain information on the way in which the University's financial reporting obligations should be met. A list of circulars is provided to the Board via the Governor's Document Library at each meeting. Members may request copies or view circulars on the OfS website at any time.

## **The University's Relationship with Partner Institutions**

104. Formal agreements governing these relationships are typically in two parts, the first setting out general governance issues and the second more detailed financial matters. The second part of the agreement is usually negotiated annually. The negotiations are normally led by the Academic Registrar and Head of Quality and Standards with assistance from the Chief Financial Officer and Vice-Chancellor, with input from the Academic Director of Academic Services and Academic Registrar, and the Deputy University Secretary /University Secretary and/or Deputy Vice-Chancellor as required. Copies of the agreements are held in the office of the Assistant Registrar (Validations and Accreditation).

## **Guidance on the Conduct of Projects**

105. The University provides guidelines and support for staff who are conducting projects for which external funding has been obtained. The projects might include research, consultancy or training contracts, and the guidance deals with the costing and pricing of the contract and the distribution of income following the successful completion of the project. The Research and Finance Office staff are available to provide advice and support to staff dealing with project management issues. The Finance Team is responsible for ensuring that the guidance is followed, the relevant distribution of income is applied and that regular management accounts are produced for budget holders on the financial status

of the project. Budget holders are, in turn, expected to liaise with the Finance Office during the period prior to launching a project in order to ensure that the Finance Office is aware of the project, that a project account code has been established and that the necessary financial procedures have been followed, and approvals obtained, in the costing and pricing of the scheme.

106. The University Secretary/Deputy University Secretary is the University's authorised representative for the signing of project contracts and must be consulted on the terms of contract being offered to the University in sufficient time for the contract to be considered and, if necessary, for legal advice to be obtained. The University's in-house legal team includes one full time and one part time qualified solicitor and the Deputy University Secretary is also a qualified solicitor. Advice is also sought from a panel of solicitors who are HE specialists as required.

#### **Insurance Arrangements and the Provision of Guidance to Staff**

107. Insurance arrangements are dealt with by the office of the CFO. The University maintains a full range of insurances to cover its staff, property and potential operating liabilities. The University uses a national insurance agent to provide this cover, and usually takes part of a consortium of universities and colleges that is intended to provide value for money in terms of securing competitive insurance premiums. The University regularly seeks alternative insurance quotations through its agent or other sources to ensure that value for money is still achieved through the consortium route.
108. University staff are advised, from time to time, on developments in insurance arrangements that have an impact on their day to day activities. These might include issues as diverse as the provision of training for use of in-house systems, the commissioning of contracts or the process for obtaining insurance for overseas travel. In the latter case members of staff are expected to obtain authority for their overseas visit from their line manager and to register the visit with the office of the CFO so that appropriate insurance arrangements can then be made.
109. Insurance arrangements are reported, as required, to the University's Finance and General Purposes Committee.

#### **Tendered Professional Services and Tendering Arrangements**

110. The University's Financial Regulations set out the procedure for tendering major capital projects and other areas of significant expenditure. Use of make of purchasing consortia frameworks here possible to achieve best value. Audit and Risk Management Committee review the VfM Strategy annually and report to the Board. An annual report on procurement is also provided to the Finance and General Purposes Committee.
111. The University usually tenders external services on an agreed cycle, but considers the need to maintain continuity of service in particular circumstances where a change of supplier would be unduly disruptive to the requirements of the University. The tendering process is, set out in financial regulations certain circumstances where this is thought to be more relevant to the needs of the University.

#### **Staff Pension Arrangements and the Management of Pension Schemes**

112. Pension arrangements are managed by the CFO. Teaching staff are generally members of the Teachers' Pension Scheme (TPS), a national government scheme. Other members of staff are generally members of the Local Government Pension Scheme (LGPS) managed by the Shropshire County Council or a Scottish Widows Defined Benefit Scheme. A very small number of staff are enrolled in a NEST.
113. All schemes involve employers and employee contributions at rates determined by the scheme actuaries and/or governing bodies. The local governance of the LGPS means that the University is able to take part in regular open meetings about the conduct and future arrangements for the scheme. The CFO usually represents the University on such occasions. Pension scheme liaison is maintained by the Finance Office and members of staff can access pension information via this route. Additional voluntary contribution (AVC) arrangements exist for both schemes whereby staff can make additional payments from salary into the relevant scheme. The Teachers Scheme is a UK wide scheme which engages with HEIs as necessary at national level. The Scottish Widows Scheme is a DB (Defined benefit) scheme. The University has also agreed that it may offer a NEST Scheme from time to time.

### **STAFFING MATTERS**

#### **Staffing Matters and the Board of Governors**

114. The Vice-Chancellor is responsible to the Board of Governors for the management of staff, their development and conduct, in accordance with general procedures set out in the University's Instrument and Articles of Government. The Board of Governors has established a Staffing Committee that

oversees more detailed aspects of the development of staffing policies and procedures and the direction of the University's HR Strategy. The Committee includes two members of staff, one academic and one support, to provide a means of communication of staff interests and observations on the Committee's work.

115. The Human Resources Office manages the day-to-day activities associated with staffing matters. The Head of Human Resources heads a small professional team, and reports to the Deputy University Secretary. The team is responsible for the recruitment and contracting of staff (in conjunction with the relevant department), management of staffing issues, consultation with staff on HR matters, the development of staff and disciplinary and grievance matters. The Human Resources Office works closely with the Finance Office on payroll related matters, and with a wide range of other matters.

116. The Human Resources Office also manages the Staff Consultative Group, which consists of staff representatives and which is a forum for the discussion of emerging policy and procedural issues relating to staff. It also looks after the Equality and Diversity Working Group which oversees the implementation of the Single Equality Scheme and shares practice across the University.

### **Staffing Policies, Handbooks and Consultation**

117. The Human Resources Office manages a full range of staffing policies. The policies are issued to all staff in the form of a Staff Handbooks (with separate guidance for Senior Postholders as necessary) in two versions - one for academic staff and one for support staff - to reflect differences in terms and conditions of service. Policy developments are considered by the Joint Consultative and Negotiating Committee, Staff Consultative Group and by the Staffing Committee, before being implemented. The Joint Consultative Negotiating Committee (JCNC) which is governed by the terms of the Recognition Agreement between the UCU and the University. The University's staffing procedures in relation to the appointment, promotion and conduct of staff, and staff grievance procedures, are set out in the Articles of Government. Copies are available on the Publications Scheme. An equality impact assessment is undertaken as part of the preparation of new policies.

### **The Human Resources and Staff Development**

118. Information about University policies and procedures and Staff Development arrangements is contained on the University website.

### **Compliance with Employment Law**

119. The Head of Human Resources, with the Deputy University Secretary, is responsible for ensuring that the University operates within the requirements of relevant employment legislation and guidance. Guidance is obtained on legislative matters from the Universities and University's Employers Association (UCEA) and other legal and professional sources. A regular process of monitoring takes place to ensure that case law is considered in the planning of the University's employment policies and systems. This is backed up by attendance by Human Resources Office staff at employment law seminars and conferences of University Human Resources Officers and subscription to employment legislation information services. Advice on employment law cases is obtained, as required, from the University's in house and external solicitors.

### **The Development of Staff, Leadership and Management**

120. The University is committed to staff development at all levels as a means of ensuring that staff fulfil their full potential in their roles and are able to contribute to the University's activities to the highest possible standard. Staff development activities include a focus on leadership and management skills, to ensure that all managers within the institution are adequately trained for their role.

121. The Staff Development programme is organised by the Organisational Development Officer who is located within the Human Resources Office and by the Director of Education (part of the Deputy Vice-Chancellor's team) who provides development programmes for academic staff. The programme, that takes account of requirements arising from staff development reviews and operates over the academic year. Many different programmes are offered, some in-house, either provided by local or external programme leaders, and some provided externally. An annual report is presented to the Staffing Committee.

## **HEALTH AND SAFETY**

### **Governors' Health and Safety Policy Statement**

122. The University has legal obligations placed upon it by the Health and Safety Legislation, to legislation, to provide a safe working environment for its staff, students and visitors. The Board of Governors annually approves a Health and Safety Policy Statement which is issued to staff as a way of communicating the respective obligations of the Board and staff in achieving and maintaining this

objective.

123. The Health and Safety Policy Statement is approved by the Board normally at its spring meeting each year. It contains details of the organisational structure for health and safety arrangements in the University, including line manager responsibilities for health and safety management. The Statement also sets out the roles of the Vice-Chancellor, who is responsible overall for health and safety matters across the University, and the University Secretary, who is responsible for ensuring the co-ordination of health and safety systems, their auditing and their improvement.

### **Health & Safety Committee**

124. The Board of Governors has established a Health and Safety Committee as a sub-committee of the Finance and General Purposes Committee. The Health and Safety Committee meets a minimum of once each term Chaired by the University Secretary. The Committee considers a wide range of emerging health and safety legislation, how it might be enacted at the University, issues of health and safety training, the improvement of health and safety systems and the engagement of staff and students in health and safety matters. The Committee consists of representatives of various areas of the University, so that a sectoral approach is taken to consultation on, and implementation of, health and safety guidance and systems. A regular Health and Safety Forum is also run by the Health and Safety Officer which enables staff from across the University to discuss health and safety matters and agree recommendations for updating arrangements etc, subject to approval from the H&S Committee.

125. A range of health and safety policies has been developed and issued to staff in the Staff Handbooks.

### **Health and Safety Management Structure**

#### **Health and Safety: Audit and Risk Management Systems**

126. The University's Health and Safety Officer conducts audits of its health and safety systems and to provide further professional advice and guidance on health and safety matters. This approach is intended to supplement other externally provided services for the management and auditing of fire safety systems and security arrangements. The results of these exercises, and other internally managed health and safety audits, are considered by the Health and Safety Committee.

127. The University has a range of systems in place with which staff can engage to improve health and safety performance. These include risk assessment procedures, an accident reporting system, the provision of training in first aid to staff and student wardens, a system for fire evacuation drills and alarm testing, procedures to minimise risk in the estates area (contractors' passes, confined space work, use of equipment etc). Accident and near miss reports are co-ordinated by the Health and Safety Officer and are analysed to identify areas requiring follow-up audits. The system includes a feedback element so that line managers are asked what action they have taken with regard to any injured student or member of staff and what they have done to prevent a reoccurrence of the accident. Serious accidents are reported through the RIDDOR system to the Health and Safety Executive by the Health and Safety Officer. Statistical reports on accidents and near misses are presented to the Board of Governors at least annually so that the issue of health and safety is monitored at the highest levels within the University.

#### **Health and Safety Arrangements for Students**

128. On arrival at University, students are issued a Health and Safety handbook, which contains information about relevant policies and procedures with which they must comply. These are reinforced through presentations to students during their induction programme. Health and safety matters, related to likely future employment, also form part of the curriculum on a number of courses. Regular liaison is maintained with the Head of Student Services and President of the Students Union on health and safety concerns within the student community and how they might be addressed. These include the provision of medical and other support services to students.

### **Student Matters**

#### **The Constitution of the Students' Union**

129. The University's Memorandum and Articles of Government provide for there to be a students' union society of the University. The rules governing the establishment and membership of a students' union are set out in the Education Reform Act 1994. The Act allows students not to become members of the students' union and, if they choose this course of action, for them not to be unfairly disadvantaged, with regard to the provision of services or otherwise, by reason of their having done so.

130. The Constitution of the University's Students' Union, which must be approved by the Board of

Governors, reflects the provisions of the Act and establishes the structure of the Union and the way in which it should operate. The Union is required to present audited accounts annually to the Board of Governors and to refer any proposed amendment of the Constitution to the Board for its approval, without which the change will not be allowed. The Harper Adams University Students' Union is a separate registered incorporated charity. A Memorandum of Agreement between the University and the Student's Union is approved by the Board which sets out the practical ways that the two organisations work together.

## **Student Matters and the Board of Governors**

131. The Vice-Chancellor is responsible for maintaining student discipline and, within the rules and procedures provided within the Articles of Government, for the suspension or expulsion of students on disciplinary grounds and for implementing the decision to expel students for academic reasons. The Board of Governors, as required by the Articles of Government, has made regulations for the conduct of students that are administered by the Academic Registrar's department. The Board also agrees arrangements for handling student complaints and appeals and a range of other student related policies as necessary.

132. The Articles of Government also require the Board to make regulations and procedures for the representation of students on matters of proper concern, including to the Board of Governors, the Academic Board and to the Vice-Chancellor. In practice, the President of the Students' Union is a member of the Board of Governors and there are student members of the Academic Board. The Vice-Chancellor holds regular meetings with representatives of the Students' Union Executive, the University Secretary and the Head of Student Services to ensure that good levels of communication with students are maintained.

## **Student Policies and Student Handbooks**

133. The University publishes a Key Information Set which provides information to applicants and students on systems and procedures within the University. University Regulations are included to set out University policies and codes of conduct/guidelines on a wide range of academic and University community matters. These academic related documents are produced by the Academic Registrar's Department or other Departments as appropriate. Regular communication with students is maintained via the University e-mail system and the Students' Union.

## **Student Representation in Decision Making**

134. In addition to representation on the Board of Governors and Academic Board, students are engaged in many other committees within the University. These include, for example, course committees. The purpose of this representation is so that students, as members of the University community, are able to take part in decision making in relation to academic matters.

135. The Students' Union is consulted on many University decisions via the President of the Students' Union, and regular contact is maintained between other members of the Students' Union Executive and University officers. Open meetings of the Students' Union are usually held at least once a term and are attended by the Vice-Chancellor and/or University Secretary and/or other University officers in order to gain feedback from students on issues of concern.

## **Communications with the Students' Union**

136. The major route for dealing with student matters is via the Head of Student Services. The Head of Student Services is the chief liaison point with the student community, and her office also manages the provision of residential accommodation and other welfare and support services. The Head of Student Services and President of the Students' Union are expected to work closely on matters of mutual concern, including student discipline and welfare issues.

137. The Head of Student Services is the licence holder for bar facilities on the University campus and has undertaken relevant training in respect of licensing and the management of such facilities.

## **Compliance with Relevant Legislation**

138. The Head of Student Services reports, in the first instance, to the Academic Registrar. On issues of legal concern, the Head of Student Services and Academic Registrar are expected to liaise with the University Secretary.

## **ACADEMIC DECISION MAKING, PLANNING AND QUALITY ASSURANCE**

### **The Academic Board and its Committees**

139. The Articles of Government require there to be an Academic Board of no more than 27 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 responsibilities of the Academic Board are set out in the Articles and the Board's terms of reference. The Academic Board is responsible to the Board of Governors for considering general issues relating to academic matters (as set out in the Articles), the development of the academic activities of the University and advising on such other matters as the Board of Governors or Vice-Chancellor may refer to it. The Academic Board is permitted by the Articles to establish such committees as it considers necessary to carry out its responsibilities, provided that each committee is first approved by the Vice-Chancellor and the Board of

Governors.

140. The period of appointment of members of Academic Board and the selection or election arrangements shall be subject to the approval of the Governing Body. Non-ex-officio members of the Academic Board shall serve for a period of 3 years and are eligible for re-election for one further 3-year period only. Co-opted members drawn from institutions offering courses validated by the University are appointed for a period of 3 years. Members, representing the Heads of Department, Course Management teams, the academic staff and the non-academic staff shall be nominated and elected by members of their constituency who are not ex-officio members of the Academic Board. Co-opted members shall be nominated by the Chair for the approval of the Board. The Vice-Chancellor may nominate a Deputy Chair from among the members of the Academic Board to take the Chair in his place. One Academic Board member should be appointed as a monitor of the quality of the research experience and attend the Research Degrees Committee meeting at which the annual report is discussed.

141. Subject to the provision of the Articles of Government of the University, to the overall responsibility of the Governing Body and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for agreeing academic policy and ensuring the quality and standards of the academic work of the University. In particular the Board is responsible for:

- research, scholarship, teaching and courses at the University including criteria for the admission of students;
- monitoring 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;
- the procedures for the expulsion of students for academic reasons;
- considering the development of the academic activities of the College and the resources needed to support them and for advising the Vice-Chancellor and the Governing Body thereon;
- approving the academic elements of the Strategic Plan and the Annual Operating Statement;
- advising on such other matters as the Governing Body or the Vice-Chancellor may refer to the Academic Board;
- keeping under review the academic standards and quality of research degree programmes.

144. The Academic Board can establish such committees as it considers necessary in order to carry out its responsibilities, subject to agreement with the Board. The number of members of any such committee and the terms on which they are to hold and vacate office are determined by the Academic Board.

#### **Quality Assurance Systems in Academic Matters**

145. The Academic Board has established a number of committees to assist with the maintenance of quality in its academic operations.

146. The Academic Standards Committee is the major committee in this area of work. The terms of reference of the Academic Standards Committee and other committees of the Academic Board. Details are set out in the University's Academic Quality Assurance Manual, copies of which are available from the Academic Registrar.

147. Procedures for course monitoring, course validation and the appointment of external examiners, and the responsibilities of the Academic Standards Committee in these processes, are set out in the University's Academic Quality Assurance Manual.

#### **Roles and Responsibilities in the Management of Learning and Teaching**

148. The Deputy Vice-Chancellor is responsible for the day-to-day co-ordination and management of the activities of the University's Academic Departments. An Academic Departments Executive group, consisting of the Heads of the Academic Departments, Director of Research and Director of Education is chaired by the Deputy Vice-Chancellor and has an operational role in sharing information, discussing draft papers and agreeing matters of operational delivery. Co-ordination is maintained between the Deputy Vice-Chancellor and Academic Registrar.

#### **Roles and Responsibilities in the Management of Research**

149. The University has established a Research and Knowledge Transfer Committee to assist the development of policies and procedures in this major area of academic activity. Each Academic

Department has a 'lead-role' in research and these are co-ordinated, in terms of research and the Deputy Vice-Chancellor and the Director of Research.

### **The Role of the Academic Registrar and Director of Academic Service's Department**

150. The Department has been established as a 'one-stop-shop' for student support services. It also has a key role to play in academic policy determination, and in the operation of those policies. The Department provides management information on student and academic performance, quality assurance processes and a wide range of other issues. It is responsible for the development and management of the Learning and Teaching and Widening Participation Strategies, as well as the delivery of a number of sub-strategies for which the University occasionally receives additional funding
151. The Academic Registrar's Department has a range of responsibilities, and provides support services for educational provision within the University, and to the student community in general. The major sections within the Department are as follows:
- Student Records
  - Student Admissions including compliance with UK Visa and Immigration requirements
  - Examinations
  - Timetabling
  - Learner Support Services
  - Careers Office
  - Placement Office
  - Student Services
  - Residential Accommodation (on/off campus)
  - Student Warden Team
152. Learning support services provide support to students who need additional academic assistance, or support for other needs, such as a disability.
153. The Student Services section works closely with the Students' Union to manage social, communal and pastoral support for students. The section also manages the Student Wardens, who provide student support in University residences, and the provision of accommodation, either on the University site or, through a network of landlords, in the community. The section also works closely with the Vice-Chancellor on issues of student discipline and the University's relationship with the local community.
154. The Student Records, Examinations and Timetabling team manage student and assessment processes and student records, from admissions to final examinations. The Examinations and Timetabling Office also manages the University's teaching timetable and term-time room allocations.

### **The Role of the Marketing, Communications and Recruitment Department**

155. The Director of Marketing, Communications and Recruitment is responsible for all aspects of the marketing of the University. These activities include student recruitment, promotion of the University's work, the production of marketing materials, the University web site and liaison with the press and other media.

### **OTHER LEGAL MATTERS**

#### **Review of Compliance and Use of Legal Advice**

156. The University Secretary along with the Deputy University Secretary is responsible for ensuring that the University follows relevant legislation and that contracts entered into by the University are appropriate. External legal advice must only be commissioned by the Deputy University Secretary/University Secretary or the University's internal solicitor.

#### **Roles and Responsibilities in Relation to Legal Matters**

157. University staff and students are expected to conduct themselves in accordance with relevant legislative requirements when engaged in University business. This includes compliance with relevant health and safety legislation, employment legislation and equality, diversity and inclusion regulations, on all of which University policies are in place and widely distributed.
158. Governors, members of staff or students who are aware of a breach of legislation in relation to any University activity are expected to raise the matter with the Deputy University Secretary/University Secretary who will consider whether further action is required and what advice should be obtained. The University's whistleblowing procedure is available for use in circumstances where confidentiality is required.
159. The Deputy University Secretary will ensure that regular communication on legal matters is maintained with the Vice-Chancellor and Chair of the Board and, where relevant, the staff or students involved in the case.

#### **The Management of Property and Related Legal Obligations**

160. The University has a range of property holdings for which a range of legislation needs to be addressed. The Head of Student Services is expected to handle legislative requirements for off-site student accommodation owned by the University, and to oversee compliance with legal requirements imposed on landlords for private rented accommodation. University accommodation on campus, and off-campus but rented to staff, together with all other University property, is the ultimate responsibility of the University Secretary. The Head of Estates and Facilities is expected to ensure that University property, in whichever location, is managed to meet appropriate legal requirements.

#### **The Production of Statutory Statistical Returns**

161. The University is obliged to return data on its activities to OfS and other government departments (. The Vice-Chancellor determines overall responsibility for the completion and return of the relevant data. Where required, data must not be returned without the Vice-Chancellor's signature, or that of another authorised officer of the University. An annual report on how data quality for such returns is managed is presented to the Audit and Risk Management Committee.

#### **THE MANAGEMENT OF EXTERNAL GUIDANCE**

##### **OfS Circulars**

162. OfS Circulars and Circular Letters are normally sent to the Vice-Chancellor's Office. The Vice-Chancellor will determine who should deal with the Circular and prepare a report on the topic, prepare a funding bid or supply the requested data. The information prepared in response to the Circular is normally considered by the University Executive and/or a committee of the Board of Governors or the Board itself. The Vice-Chancellor's Assistant is responsible for ensuring that responses to OfS Circulars are tracked through the University system and that they are submitted by the required deadline.

##### **OfS Regulatory Framework and Guidance**

163. OFS publishes a range of regulatory and guidance on its web site. The Board is responsible for ensuring the University is compliant with OfS requirements.

##### **UUK/GuildHE/UCEA Guidance**

164. Universities UK (UUK) and/or GuildHE guidance is usually directed to the Vice-Chancellor who will decide how and who will deal with it. Both bodies are recognised as the UK's representative bodies for Universities. The Universities and Colleges Employers' Association (UCEA) also provides regular guidance which is sent direct to the Head of Human Resources and University Secretary (as well as the Vice-Chancellor) and the Head of Personnel will determine an appropriate response in consultation with appropriate
165. A routine report on OfS Circulars and guidance is made to the Board of Governors. Further information on any of these documents is available from the University Secretary.

**Annex 1**

**THE COMPANIES ACT 2006 COMPANY  
LIMITED BY GUARANTEE  
SECTION 129(B) EDUCATION REFORM ACT 1988 DESIGNATED  
INSTITUTION CONDUCTED BY A COMPANY  
ARTICLES OF ASSOCIATION OF  
HARPER ADAMS UNIVERSITY  
incorporating  
INSTRUMENT AND ARTICLES OF GOVERNMENT OF  
HARPER ADAMS UNIVERSITY**

## 1. INTERPRETATION

In these Articles of Association and Instrument of Government, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

'Academic Board'	the Academic Board established in accordance with Article 20;
'Academic Governor'	the Vice-Chancellor and the two co-opted members of Academic Staff for the time being;
'Academic Staff'	a member of the teaching or research staff of the University;
'Articles'	means the University's articles of association;
'Articles of Government'	Articles of Government of the University required by section 129B (2) (a) of the Education Reform Act 1988 and which have been adopted by the University from time to time;
'the Board of Governors'	the Board of Governors of the University
'Chair'	the Chair of the Board of Governors appointed in accordance with Article 24.7;
'Clerk' Accordance with Article 23;	the Clerk to the Board of Governors appointed in
'the University' regulated by the Articles;	means Harper Adams University which is intended to be
'Companies Acts'	the Companies Act 1985 and the Companies Act 1989 and the Companies Act 2006 in each case as amended and from time to time in force;
'Company Member'	a member of the University admitted in accordance with Article 5;
'Education Acts'	the Education Acts as defined in section 578 of the Education Act 1996 or any subsequent Education Acts;
'Heads of Departments'	the Head of each Department at the University or such other similar posts as the Board of Governors may determine;
'OfS'	the Office for Students or any relevant successor funding body;
'Instrument of Government'	Instrument of Government of the University required by section 129B(2)(a) of the Education Reform Act 1988 and which has been adopted by the University from time to time;
'the Vice-Chancellor'	the Chief Executive of the University appointed in accordance with Article 19.1.5;
'Premises'	the University's premises at Edgmond, Newport, Shropshire or such other location from time to time;
'Secretary of State'	the Secretary of State for Universities or his/her successor;
'Holders of Senior Posts'	the posts of Vice-Chancellor, Deputy Vice-Chancellor, Academic Registrar, University Secretary and Chief Financial Officer and such other posts as the Board of Governors may determine and 'the

Holders of Senior Posts' shall be construed accordingly;

'Staff'	includes both teaching and other staff of the University;
'Staff Governor'	a Governor appointed from the staff of the University in accordance with Article 10.2;
'Student'	any individual who is formally registered for an approved programme of study provided by the University;
'Student Governor'	a Governor appointed from the students of the University and being the Students' Union President for the time being in accordance with Article 10.3;
'the Students 'Union'	the Students' Union constituted under Article 28 representing the students of the University;
'the Vice-Chair'	the Vice-Chair of the Board of Governors appointed in accordance with Article 24.7;
'the Vice-Chancellor'	the Vice-Chancellor of the University appointed in accordance with Article 19, or such other similar post as the Board of Governors may determine;

## ARTICLES OF ASSOCIATION

### 2. CONDUCT OF THE UNIVERSITY

The University shall be conducted in accordance with the provisions of the Companies Acts (except that no regulations set out in any schedule, or contained in any order, regulation or other subordinate legislation made under any statute concerning companies shall apply as regulations or articles of the University), the 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 Articles of Association, the Instrument of Government, these Articles and any rules or byelaws made under these Articles.

### 3. OBJECTS

The object of the University shall be the provision, conduct and development of the University to provide higher education for the industries, professions and communities associated with rural land.

### 4. POWERS

- 4.1 The University in carrying out its objects shall comply with the provisions of the law relating to education and shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusive charitable objects) all or any of the following powers:
- 4.1.1 To provide, on such terms as the University shall think fit, and to admit students to facilities for instruction, study, training and research both full-time and part-time, including, without limiting the generality of the foregoing, having regard to the education and training needs of the public in the community as a whole;
  - 4.1.2 To assess the performance of persons by examinations and by other means;
  - 4.1.3 To provide, upon such terms as the University shall think fit, such libraries, reading rooms, museums, laboratories and work-shops, club rooms, premises for sports, playing fields, refectories and residential accommodation and such furniture, fixtures, fittings, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the University;
  - 4.1.4 On the grounds of the examination or study or research or other evidence of achievement or as a recognition of service to the University or as a mark of distinction and respect to grant to persons approved by the University such Degrees, Honorary Degrees, Diplomas, Licences, Certificates, Credits, Academic Distinctions or Awards as the University may think fit and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;
  - 4.1.5 To participate as the University may think fit in any arrangements made with any University or institute of higher education or with any other body having the appropriate powers whereby students of the University may become qualified to receive any Degrees or other academic qualifications of such other body;
  - 4.1.6 To establish such relationships with other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of, or taught at, such other universities and educational institutions and other bodies as leading to Awards or Credits of the University;
  - 4.1.7 To provide or cause to be provided accommodation and related facilities for staff and students;
  - 4.1.8 To provide, without discrimination, for the recreational, social and spiritual needs and general welfare of the students of the University;
  - 4.1.9 To establish subsidiary undertakings and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships; to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or

partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the University;

- 4.1.10 To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, lien, or by all such methods the performance of all or any of the obligations (including the repayment or payment of the Vice-Chancellor and premium of, and interest on, any securities) undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the University;
- 4.1.11 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the University; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;
- 4.1.12 To grant, lend or advance money or give credit to persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisation or association for any purpose which may seem directly or indirectly to further all or any of the objects and powers of the University;
- 4.1.13 To solicit, receive and accept grants, financial assistance, donations, endowments, gifts, (both inter vivo and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts of conditions;
- 4.1.14 To borrow and raise money and secure or discharge any debt or obligation of or binding on the University in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the University, or by the creation and issue of bonds, debentures, debenture stock or the obligations or securities of any description;
- 4.1.15 To undertake, execute and perform any trust or conditions affecting any property or any description of the University whether acquired by gift or otherwise;
- 4.1.16 To invest funds of the University not immediately required for its purposes in or upon such investments, securities or property as it may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, and subject also as provided by Article 6 A hereof below;
- 4.1.17 To employ and engage the services of such persons as are considered necessary for furthering the objects of the University;
- 4.1.18 To grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuated funds or arrangements for the benefit of, and pay or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the University or any subsidiary undertaking of the University or their dependents and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- 4.1.19 To found or maintain Fellowships, Exhibitions, Scholarships, Bursaries, Studentships and Prizes and similar encouragements to academic work;
- 4.1.20 To promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being students of the University and to provide opportunities and facilities for persons to undertake study and research;

- 4.1.21 To provide advisory services and centres for information for the use of the students or staff of the University or, upon such terms as the University shall think fit, for the use of the public or any class of members of the public;
- 4.1.22 To licence, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs, trademarks or written or other material in which the University or any student or member of the staff may have been involved and to apply for patents and copyrights and other protections in respect thereof;
- 4.1.23 To prepare, edit, publish, issue, acquire, circulate and distribute books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;
- 4.1.24 To acquire or cause to be acquired (whether by purchase, lease, exchange, hiring or otherwise) any real or personal property and any rights or privileges, and to enter into agreements and arrangements to secure the provision of the same, and to undertake or cause to be undertaken the development, construction, maintenance and alteration of any property, buildings or erections which the University may think necessary for, conducive or incidental to the furtherance of all or any of the objects and powers of the University;
- 4.1.25 To provide for the discipline of staff, students and other persons using any of the facilities of the University and to regulate such use in such manner as the University may think fit;
- 4.1.26 To make and publish any regulations and procedures for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- 4.1.27 To prescribe, alter, vary or waive fees, subscriptions and charges of all descriptions to be levied or made by the University;
- 4.1.28 To manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of any buildings which may be required for the promotion of the objects of the University;
- 4.1.29 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 4.1.30 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the University, or to any funds or property of which the University shall be the Manager or Trustee;
- 4.1.31 To undertake and carry out the office or office and duties of a manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate for any purpose which may seem directly or indirectly to further all or any of the objects of the University;
- 4.1.32 To accept payment in discharge or satisfaction of any debt, obligation or liability to the University either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such term as may be considered expedient;
- 4.1.33 To pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the University, either in cash or by any other securities which the University has power to issue or the provision of services

or in any combination of the above and generally on such terms as may be considered expedient;

- 4.1.34 To pay all expenses, preliminary to or necessary for the formation of the University and its registration;
- 4.1.35 To do all such lawful things as are necessary or advisable for the attainment or furtherance of the said objects or any of them.

#### **RESTRICTION ON POWERS**

- 4A The objects and powers of the University shall be subject to the following restrictions:
  - (a) In case the University shall take or hold any property which may be subject to any trusts, the University shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (b) In case the University shall hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State or their respective successors, the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law;
  - (c) The University shall not support with its funds any object, or endeavour to impose on, or procure to be observed by its students, staff or Governors or others, any regulation, restriction, or condition which if an object of the University would make it a Trade Union.
- 4B Notwithstanding the incorporation of the University the following provisions shall apply to any property held by the University which shall be subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Universities or their respective successors (hereinafter referred to as 'the appropriate authority'):
  - (a) The members for the time being of the Board of Governors of the University (as defined in the Articles of Association of the University and who are hereinafter referred to as 'the Governors') shall be chargeable for any such property that may come into their hands and shall be answerable and accountable to the appropriate authority for their own acts, receipts, neglects and defaults, and to the same extent they would as Governors have if no incorporation had been effected;
  - (b) The control or authority exercisable by the Chancery Division of the High Court and by the appropriate authority over the Governors shall not be diminished or impaired by the incorporation of the University but such control and authority shall apply as if no incorporation had been effected.

#### **5. COMPANY MEMBERS**

- 5.1 The maximum number of Company Members shall be 23.
- 5.2 The University must maintain a register of Company Members.
- 5.3 Any person or organisation who wishes to become a Company Member must apply to the University in the form required by the Board of Governors and must be approved by the Board of Governors before being admitted as a Company Member.
- 5.4 Every person who has been or is to be admitted as a Company Member must sign the register of Company Members or give his or her written consent to act as a Company Member.
- 5.5 Subject to the provisions of this Article, every Governor shall be a Company Member ex-officio for the duration his or her term of office.
- 5.6 A Company Member's membership shall be terminated:
  - (a) If a Company Member who is a Governor ceases to be a Governor of the

University;

- (b) on the expiration of one month's written notice to the Clerk of his or her intention to cease acting as a Company Member; or
- (c) on the expiration of one month's written notice of a resolution of the Board of Governors terminating his or her membership, provided that no such notice shall be served unless a reasonable opportunity has been given to the Company Member concerned to make representations at a meeting of the Board of Governors.

5.7 Membership of the Company is not transferable.

## **6. INDEMNITY**

6.1 Subject to Article 6.2, a Company Member may be indemnified out of the University's funds against:

- 6.1.1 Any liability incurred by that Company Member in connection with any negligence, default, breach of duty or breach of trust in relation to the University;
- 6.1.2.2 Any liability incurred by that Company Member in connection with the activities of the University in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- 6.1.2.3 Any other liability incurred by that Company Member as a member of the Board of Governors.

6.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

## **7. INSURANCE INDEMNITY**

- 7.1 The Board of Governors may decide to purchase and maintain insurance, at the expense of the University, for the benefit of any Company Member in respect of any relevant loss.
- 7.2 In this article a 'relevant loss' means any loss or liability which has been or may be incurred by a Company Member in connection with that Company Member's duties or powers in relation to the University or any pension fund or employees' share scheme of the University.

## **8. LIABILITY OF MEMBERS**

- 8.1 The liability of each Company Member is limited to £1.00, being the amount that each Company Member undertakes to contribute to the assets of the University in the event of its being wound up while he is a Company Member or within one year after he ceases to be a Company Member, for:
  - 8.1.1 Payment of the University's debts and liabilities contracted before he ceases to be a Company Member;
  - 8.1.2 Payment of the costs, charges and expenses of winding up,  
and
  - 8.1.3 Adjustment of the rights of the contributories among themselves.

## **9. GENERAL MEETINGS**

### **Annual and extraordinary general meetings**

- 9.1 The University must hold an annual general meeting in every year which all Company Members are entitled to attend. The first annual general meeting may be held within 18 months after the University's incorporation. An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Governors may call an extraordinary general meeting at any time.

**Notice of general meetings**

- 9.2 All general meetings shall be called on at least 21 clear days' written notice.
- 9.3 A general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the Company Members entitled to attend and vote;
  - and
  - (b) in the case of an extraordinary general meeting, by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 9.4 The notice of the meeting must specify –
- (a) the date and time
  - (b) where it is to take place; and
  - (c) if it is anticipated that the Company members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
  - (d) the general nature of the business to be transacted.
  - (e) If the meeting is to be an annual general meeting.
  - (f) that the Company members have a right to appoint a proxy under section 324 of the Companies Act 2006.
- 9.5 The notice shall be given to all the Company Members and to the Governors and auditors.
- 9.6 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the University.
- 9.7 Subject to the articles, a Company member participates in a general meeting and exercises their right to speak, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) the member is in a position to speak they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 9.8 A Company member is able to exercise the right to vote at a general meeting when
- (a) The member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) That member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all other persons attending the meeting.

- 9.9 In determining whether Company members are participating in a general meeting, it is irrelevant where any member is or how they communicate with each other.
- 9.10 If the Company members participating in a general meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

#### **Procedure at general meetings**

- 9.11 There is a quorum at a general meeting if the number of Company Members present is the next whole number above one third of the number of appointed Company members for the time being at least five of whom must be Company Members who are Governors appointed in accordance with Article 10.2. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Governors may determine. The Board of Governors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting in accordance with paragraph 9.4. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Company Members present at that time shall constitute the quorum for that meeting.
- 9.12 At meetings where the minimum number of independent members is present and they are not in the majority, 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.
- 9.13 The Chair or the Vice-Chair will preside at a general meeting. In the absence of the Chair or Vice-Chair, a Company Member elected by those present will preside at a general meeting.
- 9.14 Except where otherwise provided by the Companies Acts, every issue will be decided by a majority of the votes cast.
- 9.15 Except for the Chair of the meeting, who has a second or casting vote, every Company Member present in person or by proxy has one vote on each issue.
- 9.16 The Company Members present at a meeting or by proxy may resolve by ordinary resolution that the meeting shall be adjourned. The Chair of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the Company Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting in accordance with paragraph 9.4.
- 9.17 A written resolution signed by all those entitled to vote at a general meeting (or in the case of a special resolution by a majority of not less than 75%) is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

#### **Content of Proxy Notices**

- 9.18 Proxies may only be validly appointed by a notice in writing ('a proxy notice') which:
- 9.18.1 states the names and address of the Company Member;
  - 9.18.2 identifies the person appointed to be that Company Member's proxy and the general meeting in relation to which that person is appointed;
  - 9.18.3 is signed by or on behalf of the Company member appointing the proxy, or is authenticated in such manner as the Board of Governors determine;
  - 9.18.4 is delivered to the University in accordance with the Articles and any

instructions contained in the notice of the general meeting to which they relate.

9.19 The University may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

9.20 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one proxy more resolutions.

9.21 Unless a proxy notice indicates otherwise, it must be treated as:

9.21.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting;

and

9.21.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well the meeting itself.

## **9.22 Delivery of proxy notices**

9.22.1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has delivered to the University by or on behalf of that person;

9.22.2 An appointment under a proxy notice may be revoked by delivering to the University a notice in writing given by or on behalf of that person by whom or on whose behalf the proxy notice was given;

9.22.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates;

9.22.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **9.23 Poll Votes**

9.23.1 A poll on a resolution may be demanded:

9.23.1.1 in advance of the general meeting where it is to be put to the vote, or

9.23.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

9.23.2 A poll may be demanded by:

9.23.2.1 the Chair of the meeting;

9.23.2.2 a Company Member;

9.23.2.3 two or more persons having the right to vote on the resolution; or

9.23.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Company Members having the right to vote on the resolution.

- 9.23.3 A demand for a poll may be withdrawn if:
  - 9.23.3.1 the poll has not yet been taken, and
  - 9.23.3.2 the Chair of the meeting consents to the withdrawal.
- 9.23.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

## **INSTRUMENT OF GOVERNMENT**

### **10. MEMBERSHIP OF THE BOARD OF GOVERNORS**

- 10.1 The Board of Governors shall consist of not less than 15 and not more than 23 members appointed in accordance with rules made by Board of Governors under Article 9 and determined under Articles 10.1 to 10.4.
- 10.2 Of the appointed members:
  - (a) there shall be two ex-officio Governors being the Vice-Chancellor and the President of the Students' Union for the time being of the University;
  - (b) up to twelve shall be Independent Governors;
  - (c) not more than nine shall be Co-opted Governors whose numbers shall include members of staff.
- 10.3 The President of the Students' Union will be the President as defined in the Students' Union Constitution.
- 10.4 It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

### **11. DETERMINATION OF MEMBERSHIP NUMBERS**

- 11.1 The Board of Governors shall make a determination with respect to their membership numbers.
- 11.2 Such a determination shall fix the number of members of each variable category of which the Board of Governors is to consist, subject to the limits applicable in relation to that category in accordance with Article 10.1 above.
- 11.3 Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.
- 11.4 Such a determination may be varied by a subsequent determination.

### **12. APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS**

- 12.1 Subject to the provisions of section 129B of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with Article 11.1 above takes effect.
- 12.2 The members of the Board shall be appointed by the Board of Governors.

### **13. INDEPENDENT GOVERNORS**

- 13.1 Independent Governors shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.

- 13.2 Where an appointment of an additional Independent Governor of the Board of Governors falls to be made:
- 13.2.1 In consequence of a determination in accordance with Article 10.2 above, or
- 13.2.2 a vacancy in the office of an independent member of the Board of Governors arises on any existing Independent Governor ceasing to hold office on the expiry of his term of office,
- or
- 13.2.3 a vacancy in the office of an Independent Governor of the Board of Governors arising on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument the appointing authority shall be the Board of Governors.
- 13.3 If a vacancy in the office of an Independent Member of the Board of Governors arises on any existing Independent Governor ceasing to hold office on the expiry of his term of office his successor shall not be appointed more than six months before the expiry of that term.
- 13.4 An Independent Governor shall hold office for a term of 4 years save where an Independent Governor is appointed as a result of holding a certain professional post whereupon membership will cease when such Governor ceases to hold such a professional post.

#### **14. CO-OPTED GOVERNORS**

- 14.1 Co-opted Governors shall, save if a Student of the University or an elected member of any local authority or a member of staff, be persons who have experience in the provision of higher education or other experience of relevance to the University.
- 14.2 A Student, or an elected member of any local authority or a member of staff can be appointed only as a Co-opted Governor.
- 14.3 Co-opted Governors shall be nominated and appointed by the members of the Board of Governors (members shall include Co-opted members).
- 14.4 A Co-opted Governor shall hold office for a term of 4 years by a resolution of the Board of Governors passed at an ordinary meeting and may be so appointed not more than six months before the term of an existing Co-opted Governor expires with effect from the date of expiry but so that the latter shall not vote on the matter.

#### **15. TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS**

- 15.1 The term of office is as stated in this Instrument subject to variation by the Board of Governors. Members shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office be eligible for reappointment for a further term equivalent to their first term of office.
- 15.2 A member of the Board of Governors may at any time by notice in writing to the Clerk resign his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.
- 15.3 If at any time the Board of Governors are satisfied that any member of the Board of Governors:
- (a) has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors, or
- (b) is adjudged bankrupt or makes a composition or arrangement with his or her creditors,
- or

- (c) is unable or unfit to discharge the functions of a member; or
- (d) being a Staff Governor cease to be a member of the staff of the University,  
or
- (e) being a Student Governor ceases to attend any registered course of study at the University or ceases holding a sabbatical post,
- (f) is under the age of 18;

the Board of Governors may by notice in writing to that member remove such member from office; and thereupon the office shall become vacant.

## **16. OFFICERS**

The Independent Governors from the Board of Governors shall appoint annually from among their members a Chair and any other officers which the Board may determine.

## **17. COMMITTEES**

The Board of Governors may establish committees and permit such committees to include persons who are not members of the Board of Governors. Procedures for the operation of sub-committees are laid down in their terms of reference which include, amongst other things, details, where appropriate, for reporting matters to the Board of Governors.

## **18. ALLOWANCES**

The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

## **19. RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR AND ACADEMIC BOARD**

### **The Board of Governors**

- 19.1 The Board of Governors shall be responsible for ensuring that the object of the University is fulfilled. Without prejudice to the generality of the functions exercisable by the Board of Governors on behalf of the University, those functions shall include the following:
  - 19.1.1 The determination of the educational character, mission and corporate plans of the University and for oversight of its activities.
  - 19.1.2 Ensuring the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets.
  - 19.1.3 Approving the annual accounts and annual estimates of recurrent income and expenditure, together with capital expenditure.

- 19.1.4 Monitoring financial performance against the annual estimates and long-term financial plans.
- 19.1.5 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
- 19.1.6 Setting a framework for the pay and conditions of service of all other staff.
- 19.1.7 Receiving and considering reports from the Academic Board and committees of the Academic Board.
- 19.1.8 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.
- 19.1.9 Making regulations and procedures whereby representation on matters of proper concern to students at all levels in the University may be made by their representatives to the Board of Governors, the Academic Board or the Vice-Chancellor as appropriate
- 19.1.10 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.
- 19.1.11 Determining 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).
- 19.1.12 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.
- 19.1.13 Submitting returns, reports and statements of account to the Registrar of Companies and to the Charity Commission.
- 19.1.14 Keeping proper records of meetings of the Company Members, the Board of Governors and committees of the Board of Governors.
- 19.1.15 From time to time, at any meeting of the Board of Governors making, altering or revoking regulations for the conduct of the business or affairs of the University 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 VICE-CHANCELLOR**

- 19.2 The Vice-Chancellor shall have a general responsibility to the Board of Governors for ensuring that the object of the University is fulfilled and for maintaining and promoting the efficiency, discipline and good order of the University and shall have such powers and duties as may be entrusted to him by the Board of Governors, to include:
  - 19.2.1 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.
  - 19.2.2 The determination, after consultation with the Academic Board, of the University's academic activities and the determination of its other activities.

- 19.2.3 The organisation, direction and management of the University and leadership of the Staff.
- 19.2.4 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 the Holders of Senior Posts.
- 19.2.5 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.
- 19.2.6 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 decisions to expel students for academic reasons.

## **20. ACADEMIC BOARD**

- 20.1 There shall be an Academic Board of no more than 27 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 place. The period of appointment of members and the selection or election procedures shall be subject to the approval of the Board of Governors.
- 20.2 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.

## **21. RESPONSIBILITIES OF THE ACADEMIC BOARD**

- 21.1 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:
  - 21.1.1 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 unsatisfactory standard of work or other academic reasons. Such responsibilities shall be subject to the requirements of relevant validating and accrediting bodies.
  - 21.1.2 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
  - 21.1.3 Advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.
- 21.2 So far as is practicable, the Academic Board should arrange for its tasks to be performed by Departments of the University where those tasks are related to matters not affecting other Departments or the University as a whole.
- 21.3 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 Vice-Chancellor 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.

## **22. DELEGATION OF FUNCTIONS AND COMMITTEES**

22.1 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.

22.2 The Board of Governors shall establish an Audit Committee according to the requirements of the Office for Students (OfS) taking account of any guidance given by that Council.

22.3 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.

22.4 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.

22.5 The Board of Governors shall not delegate the following:

22.5.1 The determination of the educational character, mission and corporate plans of the University

22.5.2 The approval of the annual accounts and annual estimates of income and expenditure.

22.5.3 Ensuring the solvency of the University and the safeguarding of its assets.

22.5.4 The appointment or dismissal of the Vice-Chancellor.

22.5.5 The varying or revoking of these Articles.

22.6 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.

## **23. 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. The Clerk shall also act as Company Secretary.

## **24. PROCEDURES FOR MEETINGS OF BOARD OF GOVERNORS**

24.1 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 University for all acts and omissions of the Board of Governors but subject to the limitation on the participation of Staff Governors as specified in Article

24.14 and Student members specified in Articles 22.3, 22.4 and 24.15. Every member shall speak and act in person, contributing to the deliberations of the Board whatever special knowledge and advice relevant to the matter in hand is available to the member by reason of the circumstances of membership, but exercising personal judgement to the best of the member's ability, in the interests and for the good of the University as a whole, in all matters committed to the Board of Governors.

- 24.2 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.
- 24.3 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.
- 24.4 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 University to insure members of the Board against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying the premiums.
- 24.5 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.
- 24.6 First Meeting. The first meeting of the Board of Governors shall be summoned by the Vice-Chancellor of the University or if he fails for three calendar months after the date of these Articles to summon a meeting, by any two of the Governors.
- 24.7 Chair and Vice-Chair. The Governors at their first ordinary meeting in each year shall elect one of their number who is an independent member to be Chair of their meetings until the commencement of the first ordinary meeting in the following year and may also elect one or more of their number who is an independent member to be Vice-Chair(s). The Chair and Vice-Chair(s) shall be eligible for re-election annually, in accordance with the above procedure up to a maximum period of four years. If at any meeting neither the Chair nor a Vice-Chair is present within ten minutes after the time appointed for holding the same or there is no Chair or Vice-Chair the governors present shall choose one of their number to be chair of the meeting.
- 24.8 Special Meetings. A special meeting may be summoned at any time by the Chair 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.
- 24.9 Participation in Board of Governors meetings. Subject to the articles, Governors participate in a Governors meeting, or part of a Governors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) if the Governors participating in the meeting are not in the same place, that they can each communicate to the other members participating in the meeting any information or opinions they have on any particular item of the business of the meeting.
- 24.10 In determining whether Governors are participating in a Governors' meeting, it is irrelevant where any Governor is or how they communicate with each other.
- 24.11 If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 24.12 Voting. Every matter shall be determined by consensus, or if the Chair 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 Chair 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.

24.13 Adjournment. Any meeting may be adjourned by a resolution of the Governors.

**24.14 Staff Governors**

24.14.1 Unless invited by resolution of the other Governors at the meeting to remain, any Governor who is a member of staff of the University 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.

24.14.2 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.

24.14.3 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.

24.15 **Student Governors.**

24.15.1 Unless invited by a resolution of the other Governors at the meeting to remain, any Governor who is a Student of the University, 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 University 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.

**24.16 Quorum**

24.16.1 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.

24.16.2 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.

24.16.3 The number of Governors remaining after withdrawals mentioned in Articles 24.14 and 24.15 above shall be a quorum.

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

24.17 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 24.5, 24.9 and 24.13 respectively.

24.18 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.

24.19 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 University:

- agenda;
- draft minutes, if they have been approved by the Chair of the meeting;
- signed minutes;

- reports or papers considered at meetings.

## **25. APPOINTMENT AND PROMOTION OF STAFF**

- 25.1 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.
- 25.2 Upon the normal occurrence of a vacancy, or expected vacancy, for the post of Vice-Chancellor, the post shall be advertised nationally.

## **26. CONDUCT OF STAFF**

- 26.1 After consultation with the Staff, the Board of Governors shall make regulations relating to the conduct of the Staff.
- 26.2 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 University.
- 26.3 Staff Disciplinary Procedure. The Board of Governors shall establish and have oversight of a disciplinary procedure for the staff.

### **26.4 Suspension**

- 26.4.1 The Chair of the Board of Governors or in the absence of the Chair, the Vice-Chair, may suspend from duty, with pay, the Holder of a Senior Post for misconduct or other good and urgent cause. The Chair or Vice Chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- 26.4.2 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.
- 26.4.3 Anyone who is suspended from duty under Articles 26.4.1 or 26.4.2 shall be entitled to receive from the Vice Chancellor, or in the case of the Holders of Senior Posts from the Chair or Vice-Chair of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 26.4.4 Procedures for the suspension of staff under Articles 26.4.1 or 26.4.2 shall be specified in regulations made by the Board of Governors after consultation with the Staff. The rules shall include provision that:
  - 26.4.4.1 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 26.5.1 or of a notification from the Vice-Chancellor under Article 26.5.8.
  - 26.4.4.2 Any appeal made under Article 26.4.4.1 shall be considered as soon as practicable,  
  
And
  - 26.4.4.3 A suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

### **26.5 Dismissal**

- (i) Holders of Senior Posts including the Vice-Chancellor and Clerk.
  - 26.5.1 If the Chair of the Board of Governors, or in his absence the Vice-Chair, 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 Chair, Vice-Chair of 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.

- 26.5.2 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.
- 26.5.3 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.
- 26.5.4 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. The Board of Governors shall require that three independent members do not attend any meetings in which consideration is given to the report of the Special Committee. These three members shall form the appeal committee should an appeal be lodged against any decisions made by the Board on the recommendation of the Special Committee.
- 26.5.5 The Special Committee shall consist of three members of the Board of Governors. The Chair of the Board of Governors, the Vice-Chair and the Vice-Chancellor shall not be eligible for membership of the Special Committee.
- 26.5.6 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 26.5.1 to 26.5.5.
- 26.5.7 A holder of a senior post may appeal against the decision of the Board of Governors. The three independent Governors not involved in any meetings in which consideration was given to the report of the Special Committee shall form the appeal committee and shall review the case. The decision of the appeal committee shall be final.

#### **Other Members of Staff**

- 26.5.8 The Vice-Chancellor 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 University Disciplinary Procedure for Staff, that dismissal may take immediate effect without any need for prior notice. The Vice-Chancellor also has the authority to delegate authority to dismiss any member of staff other than a Holder of a Senior Post.
- 26.5.9 Where the Vice-Chancellor proposes to dismiss such a member of staff and the circumstances described in Article 26.5.8 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 Vice-Chancellor in accordance with the University'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 Vice-Chancellor is taken.
- 26.5.10 Where a member of staff has been dismissed pursuant to Article 26.5.8 or a decision to dismiss has been taken pursuant to Article 26.5.9 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 University'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.

26.5.11 Procedures for the dismissal of staff by the Vice-Chancellor and for the consideration of appeals against dismissals shall be specified in the University's Disciplinary procedure for Staff. The Procedure shall include rights of representation.

## **27. 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.

## **28. THE STUDENTS' UNION**

28.1 The Students' Union of the University shall consist of all students of the University, together with any other persons as under its constitution it may determine except that a Student shall have the right:

28.1.1 Not to be a member

or

28.1.2 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.

28.1.3 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.

## **29. STUDENT CONDUCT**

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

29.2 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 University.

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

29.4 The Vice-Chancellor 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.

29.5 The Disciplinary Procedure for Students will allow:

29.5.1 For the Vice-Chancellor to be empowered to suspend a Student for good cause.

29.5.2 For any decision by the Vice-Chancellor to expel a Student to be made only after the approved disciplinary process has been concluded.

29.5.3 For a Student to have a right of appeal against the decision by the Vice-Chancellor to the Board of Governors or to a committee of the Board of Governors appointed by it for this purpose.

29.5.4 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.

29.5.5 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.

- 29.6 Academic Performance. In exercise of its responsibilities under Article 21.1.1 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.
- 29.7 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 29.6.
- 29.8 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.
- 29.9 Any Governor who is a member of any committee involved in an earlier part of the regulations and procedures under Article 29.6 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 28.6 is to be heard.
- 29.10 The Vice-Chancellor shall be notified in writing of decisions made according to the regulations and procedures under Article 29.6 as soon as possible and, where appropriate, shall be responsible for implementing decisions to expel Students for academic reasons.
- 29.11 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 University may be made by their representatives to the Board of Governors, the Academic Board or the Vice-Chancellor as may be appropriate.

### **30. REGULATIONS AND BYE-LAWS**

The Board of Governors shall have power to make rules or 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 the Instrument and Articles of Government.

### **31. COPIES OF ARTICLES, RULES AND BYE-LAWS**

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 by any member of staff and any Student of the University.

### **32. DISSOLUTION**

If the University is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied as follows:

- 32.1 Any sums legally recoverable by the Office for Students (OfS) or the Secretary of State under the Financial Memorandum (or other funding agreement) between the University and OfS or otherwise shall be paid; and
- 32.2 Subject to Article 32.1, any remaining assets must be applied in one or more of the following ways:
- 32.2.1 By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the University,

Or

32.2.2 In such other manner consistent with charitable status  
as the Charity Commission approves in writing in  
advance.

32.3 A final report and statement of account must be sent to the Charity Commission.  
26.11.2020

## Annex 2 Statement of Primary Responsibilities

*A full statement of the responsibilities of the Board of Governors is contained in the Board's Terms of Reference which comprise extracts from the University's Articles of Association (which incorporate the Instrument and Articles of Government) and the Charity Commission Scheme. The primary responsibilities of the Board of Governors, should be read alongside the Terms of Reference, which are available from the Clerk to the Governors:*

- To set and agree the mission, strategic vision and values of the institution.
- To agree long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders, especially staff, students and alumni
- To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions. To delegate authority to the head of the institution for the academic, corporate, financial, estate and human resource management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
- To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, and value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
- To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
- To safeguard the good name and values of the institution.
- To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring their performance.
- To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established.
- To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes accountability for health, safety and security and for equality, diversity and inclusion.
- To receive assurance that adequate provision has been made for the general welfare of students.
- To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- To ensure that the institution's constitution is always followed and that appropriate advice is available to enable this to happen.
- To promote a culture which supports inclusivity and diversity across the institution.
- To maintain and protect the principles of academic freedom and freedom of speech legislation.
- To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

November 2020

## Annex 3

### Extract from Office for Students (OfS) Regulatory Framework

#### Public interest governance principles

##### The public interest governance principles applicable to all registered providers:

1. **Academic freedom:** Academic staff at an English higher education provider 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 privileges they may have at the provider.
2. **Accountability:** The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
3. **Student engagement:** The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.
4. **Academic governance:** The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).
5. **Risk management:** The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.
6. **Value for money:** The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.
7. **Freedom of speech:** The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.
8. **Governing body:** The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.
9. **Fit and proper:** Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

##### Additional public interest governance principles applicable to providers authorised with DAPs (Degree Awarding Powers)

**Records:** Where degree awarding powers are solely contained in the provider's governing documents, and no order either under section 76 of the Further and Higher Education Act 1992, or under HERA exists, the provisions setting out those powers must be retained and may not be altered without the consent of the OfS.

[This principle ensures that appropriate records are kept regarding degree awarding powers, where no order exists. This is primarily applicable to providers that obtained their powers before 1992, and/or that are incorporated via Royal Charter or a Private Act.]

##### Additional public interest governance principles applicable to providers in receipt of financial support from the OfS or from UKRI (UK Research and Innovation):

**Independent members of the governing body:** There must be at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate

**Regularity, propriety and value for money:** The governing body ensures that there are adequate and effective arrangements in place to ensure public funds are managed

appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders. This also applies to any funds passed to another entity for the provision of facilities or learning and teaching, or for research to be undertaken.

## Fit and proper persons

A fit and proper person:

- is of good character
- has the qualifications, competence, skills and experience that are necessary for their role;
- is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed
- has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The following are indicators that a person may not be a fit and proper person:

- disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
- conviction of a criminal offence anywhere in the world
- subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- involvement in any abuse of the tax systems
- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection
- dismissal from a position of trust or similar
- involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc)

*Prospective members of the Board should note that in addition to such persons confirming they meet the above definitions as required by OfS, the University need to seek independent verification of the above, which will include checking on-line directories such as Companies House and similar sources. Members are also required to complete the Charity Commission's recommended declaration of "a fit and proper person"- please see below.*

### Copy of Charities Commission Declaration for fit and proper persons

I, the undersigned, declare that:

- I am not disqualified from acting as a charity trustee
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent)
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft
- I have not used arrangements notified under the Disclosure of Tax Avoidance Schemes ("DOTAS") rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
- I have not used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final.
- I have not been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and I am not: –
- a promoter named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014, or
  - a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final, or

- a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final
- I am not an undischarged bankrupt
- I have not made compositions or arrangements with my creditors from which I have not been discharged
- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity
- I have not been disqualified from serving as a Company Director I will at all times seek to ensure the charity's funds, and charity tax reliefs received by this organisation, are used only for charitable purposes

**October 2020**

**Annex 4- Organisation Chart- please see overleaf.**