

ARTICLES OF GOVERNMENT FOR UNIVERSITY COLLEGE BIRMINGHAM HIGHER EDUCATION CORPORATION

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

1. INTERPRETATION

- (1) In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council.

“the Chairman of the Board of Governors” means the Chancellor of the University;

“the Deputy Chairman of the Board of Governors” means the Pro-Chancellor of the University;

“the holders of senior posts” means the Vice-Chancellor & Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine and “holder of a senior post” shall be construed accordingly;

“the staff” includes both teaching and other staff of the University;

“staff governor” means a member of the Board of Governors appointed on the nomination of the Academic Board, or as a co-opted staff nominee;

“student governor” means a member of the Board of Governors appointed as a student nominee or a co-opted student nominee; and

“a students’ union” means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

2. CONDUCT OF THE UNIVERSITY

- (1) The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

3. **RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR & PRINCIPAL AND ACADEMIC BOARD**

The Board of Governors

- (1) The Board of Governors shall be responsible for:
 - (a) the determination of the educational character and mission of the University and for oversight of its activities;
 - (b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
 - (c) approving annual estimates of income and expenditure;
 - (d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
 - (e) setting a framework for the pay and conditions of service of all other staff

The Vice-Chancellor & Principal

- (2) Subject to the responsibilities of the Board of Governors, the Vice-Chancellor & Principal shall be the chief executive of the University, and shall be responsible for:
 - (a) making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;
 - (b) the organisation, direction and management of the University and leadership of the staff;
 - (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination – within the framework set by the Board of Governors – of the pay and conditions of service of staff other than the holders of senior posts;
 - (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - (e) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; and

- (f) the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

The Academic Board

- (3) Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor & Principal, the Academic Board shall be responsible for:
 - (a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures of the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
 - (b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor & Principal and the Board of Governors thereon; and
 - (c) advising on such other matters as the Board of Governors or the Vice-Chancellor & Principal may refer to the Academic Board.
- (4) The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Vice-Chancellor & Principal and Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

4. ACADEMIC BOARD

- (1) There shall be an Academic Board of no more than 20 members, comprising the Vice-Chancellor & Principal (who shall be Chairman) and such other numbers of staff and students as may from time to time be approved by Rules made by Resolution of the Board of Governors. The Vice-Chancellor & Principal may nominate a Deputy Chairman from among the members of the Academic Board to take the chair in his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

5. DELEGATION OF FUNCTIONS AND COMMITTEES

- (1) Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor & Principal or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board of Governors or to the Vice-Chancellor & Principal.
- (2) The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student governors.
- (3) The Board of Governors shall establish an Audit Committee to determine or advise on such audit matters as the Board of Governors remits to it. The Chair of the Audit Committee should not be a member of the Finance Committee.
- (4) The Board of Governors shall establish a Remuneration Committee to determine or advise on such matters as the Board of Governors may remit to it. The membership of the Committee shall be drawn from members other than staff or student members. The Remuneration Committee shall be chaired by the Chairman of the Board of Governors.
- (5) The Board of Governors shall not, however, delegate the following:

the determination of the educational character and mission of the University;

the approval of the annual estimates of income and expenditure; ensuring the solvency of the University and the Corporation and the safeguarding of their assets;

the appointment or dismissal of the Vice-Chancellor & Principal;

or

the varying or revoking of these Articles.

6. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

- (1) The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

7. PROCEDURES FOR MEETINGS

- (1) The Board of Governors shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) The Board of Governors shall appoint a Chairman and Deputy Chairman from among their number (other than the Vice-Chancellor & Principal, staff or student governors). The Chairman and Deputy Chairman shall hold office for such period as the Board of Governors may determine.
- (3) If both the Chairman and Deputy Chairman are absent from any meeting of the Board of Governors, the Governors present shall appoint one of their number (other than the Vice-Chancellor & Principal, staff or student governors) to act as Chairman for that meeting.
- (4) The Chairman or Deputy Chairman may resign office by giving notice in writing to the Clerk to the Governors.
- (5) All meetings of the Board of Governors shall be summoned by the Clerk to the Governors who shall, at least 7 calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.
- (6) An extraordinary meeting of the Board of Governors may be convened upon receipt by the Clerk to the Governors of a written request from the Chairman or from at least five members, of whom at least three must be independent members. The request shall specify the object of the desired meeting. Upon receipt of such a request, the Clerk shall convene a meeting to be held within two weeks of the receipt of the request. The agenda shall set out the business to be considered and no business other than that so specified shall be taken.
- (7) The quorum for meetings of the Board of Governors shall be as shown for each of the levels of total membership of the Board set out in column 1 of the table below. The quorum shall be determined by reference to the number of members immediately opposite such level in column 2 which shall include the number of independent members in column 3. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

<u>Column 1</u>	<u>Column 2</u>	<u>Column 3</u>
Total size of Board of Governors	Minimum number of members to be present for quorum	Minimum number of independent members within the total to be present
12 or 13	5	3
14 to 16	6	4
17 or 18	7	4
19 to 21	8	5
22 or 23	9	5
24 or 25	10	6

- (8) Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, except where acting as a proxy for another member.
- (9) If at the time appointed for a meeting a sufficient number to form a quorum is not present, the meeting shall stand adjourned and shall be reconvened at the earliest convenient date.
- (10) At every ordinary meeting of the Governors, the Minutes of the previous ordinary meeting shall be taken as an item of business and, if accepted as complete and accurate, shall be signed by the Chairman of the meeting as a true record. The Minutes of any extraordinary meeting shall also be considered at the next ordinary meeting.
- (11) Except where the Chairman has instructed that material shall remain confidential because of references to individual staff or students, or for other reasons, the records of Governors' proceedings shall be available for inspection by the University staff or students on application to the Clerk. The provision shall apply to the Agenda, to papers considered at meetings and to signed Minutes and draft Minutes if they have the Chairman's approval.
- (12) Decisions at quorate meetings shall be reached by the majority of those attending and voting.
- (13) In the event of equality of votes on any issue, the Chairman shall ask for a re-vote and, if there is still an equality of votes for and against, shall be entitled to give a casting vote whether or not he or she has voted originally.
- (14) The Chairman may require the withdrawal of staff or student governors or members of committees, if appropriate, at meetings where a named member of staff or student, or prospective member of staff or student is being considered; and the withdrawal of the Vice-Chancellor & Principal from any meeting or part thereof where his or her own position is under discussion.

- (15) Any governor who is aware of any pecuniary, family or other personal interests in any matter under discussion shall declare it, at every meeting of the Corporation and its Committees where the matter is under discussion, and upon declaration shall take no part in the consideration of the matter. The Board of Governors will establish a register of interests for this purpose, to be maintained by the Clerk.
- (16) Article 7 (15) above shall not prevent the Board of Governors considering and voting upon proposals for the Board to insure the members of the Board against liabilities incurred by them arising out of their office or the Board obtaining such insurance and paying the premiums.
- (17) Where the independent members of the Board of Governors are the appointing authority, they will meet as a committee of the Corporation for this purpose and the same procedure for meetings shall apply as for the Board of Governors set out in Articles 7(7) to 7(16) with the exception of Article 7(11). The quorum for the appointing committee shall be three.
- (18) Where the Board of Governors is the appointing authority, appointments shall normally be made at ordinary meetings and the rules and procedures shall be those set out in Articles 7(7) to 7(16) above. Where exceptionally the Board may need to meet between ordinary meetings to act as the appointing authority an Extraordinary Meeting of the Board shall be convened and rules and procedures as set out in Articles 7(7) to 7(16) above shall apply.

8. APPOINTMENT AND PROMOTION OF STAFF

- (1) Each member of staff shall serve under a contract of employment with the Corporation.
- (2) Upon the occurrence of a vacancy or expected vacancy for the post of Vice-Chancellor & Principal, the post shall be advertised nationally.

9. CONDUCT OF STAFF

- (1) After consultation with the staff, the Board of Governors shall make rules relating to the conduct of the staff.

Academic Freedom

- (2) In making rules under Article 9(1), the Board of Governors shall have regard to the need to ensure that academic staff 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 any privileges they may have at the University.

10. **SUSPENSION AND DISMISSAL OF STAFF**

Suspension

- (1) The Chairman of the Board of Governors or in the absence of the Chairman, the Deputy Chairman, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chairman or Deputy Chairman shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- (2) The Vice-Chancellor & Principal may suspend from duty, with pay, any member of the staff other than the holder of a senior post for misconduct or other good and urgent cause.
- (3) Anyone who is suspended from duty under Articles 10(1) or 10(2) shall be entitled to receive from the Vice-Chancellor & Principal, or in the case of the holders of senior posts, from the Chairman or Deputy Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- (4) Procedures for the suspension of staff under Articles 10(1) or 10(2) shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:
 - (a) any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Article 10 (5) or of a notification from the Vice-Chancellor & Principal under Article 10(12);
 - (b) any appeal made under 10(4)(a) shall be considered as soon as practicable; and
 - (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

- (i) Holders of senior posts including the Vice-Chancellor & Principal and the Clerk
- (5) If the Chairman of the Board of Governors, or in his absence the Deputy Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chairman, Deputy Chairman or the Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall

be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal and to make a report to the Board of Governors.

- (6) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he may be accompanied and represented by a friend.
- (7) The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any considerations which the committee considers should be taken into account in the Board of Governors' consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board of Governors.
- (8) The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors, including oral representations for which purpose he may be accompanied and represented by a friend.
- (9) The Special Committee shall consist of three members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chairman, the Vice-Chancellor & Principal and any member of staff or student who is a governor shall not be eligible for membership of the Special Committee.
- (10) The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 10(5) to 10(9).
 - (ii) Other Members of Staff
- (11) Procedures for the dismissal of staff by the Vice-Chancellor & Principal and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include rights of representation.
- (12) The Vice-Chancellor & Principal may delegate his powers of suspension or dismissal to another member of staff. In such cases the Vice-Chancellor & Principal remains responsible, with the Board of Governors, for ensuring that the relevant rules are observed.
- (13) Where the Vice-Chancellor & Principal proposes to dismiss a member of staff he shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations (including oral representations, for which purpose the

staff member may be accompanied and represented by a friend) before any decision to dismiss is taken.

- (14) Where a staff member has been dismissed that staff member may appeal against the dismissal or decision. In the case of an appeal against a decision to dismiss, the original decision shall stand until the appeal has been determined.

11. **GRIEVANCE PROCEDURES**

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

12. **STUDENTS**

- (1) A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendments to or rescission of that constitution, in part or whole, shall be valid unless and until approved by the Board of Governors.
- (2) The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- (3) In exercise of their responsibilities under Article 3(3)(a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.
- (4) The Board of Governors shall determine procedures, which shall include a student complaint and appeals process, to ensure students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University and to provide for the procedures to be followed to that end.

13. **FINANCIAL MATTERS**

Fees

- (1) The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by appropriate funding bodies).

Accounts Estimates and Audit

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

14. **RULES AND BYE-LAWS**

- (1) The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

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

- (1) A copy of these Articles, and any rules or bye-laws, shall be given to every governor and shall be available for inspection upon request to every member of staff and every student.

16. **AMENDMENT OF ARTICLES**

- (1) These Articles may be amended or replaced by a resolution of the Corporation either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with section 125 of the Act.

17. **DATE OF ARTICLES**

- (1) These Articles shall come into operation on:

Approved by the Privy Council 10 December 2012