

## INSTRUMENT OF GOVERNMENT

### 1. *Interpretation*

- (1) In this Instrument, the following words, and expressions shall have the meanings indicated in this paragraph:-

"the Act" means the Education Reform Act 1988 as amended from time to time;

"the Corporation" means the University of Worcester higher education corporation, trading as the University of Worcester;

"the Board of Governors" means the members of the Corporation;

"the University" means the University of Worcester conducted by the Corporation;

"the Vice Chancellor and Chief Executive" means the Principal or the Vice Chancellor and Chief Executive of the University;

"the Academic Board" means the Academic Board of the University constituted in accordance with the Articles;

"the Instrument" means the Instrument of Government of the Corporation;

"the Articles" means the Articles of Government in accordance with which the University is conducted;

"the Clerk" means the person appointed to the office of the Clerk to the Board of Governors under the Articles;

"the Secretary of State" means the Secretary of State for Education;  
and

"the appointing authority" means the Corporation unless otherwise specified

"members of academic staff" means a teacher or staff employed to undertake teaching and/or research.

- (2) References in this Instrument, in relation to the Board of Governors, to a variable category of members are references to any category of members in relation to which the number applicable in accordance with paragraph 3 below is subject to variation.

### 2. *Name of the Corporation*

- (1) The Corporation will be called the University of Worcester. The Board of Governors may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

### 3. *Membership of the Board of Governors*

- (1) The Board of Governors shall consist of:-

- (a) No fewer than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
- (b) the Vice Chancellor and Chief Executive.

- (2) Of the appointed members:-

- (a) up to thirteen shall be independent members;

- (b) up to two may be members of academic staff at the University nominated by the Academic Board and up to two may be students of the University nominated by the students thereof; and
  - (c) at least one and not more than nine shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.
- (3) Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, education, research, industrial or entrepreneurial activities, commercial or employment matters or the practice of any profession.
- (4) The co-opted member required by sub-paragraph 3(2)(c) above shall be a person who has experience in the provision of education.
- (5) A person (other than a person appointed in pursuance of sub-paragraph 3(2)(b) above) who is:-
- (a) employed at the University (whether or not as a member of academic staff);
  - (b) a full time student at the University; or
  - (c) an elected member of any local authority,
- is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.
- (6) For the purpose of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when he/she has been granted leave of absence from the University for the purposes of study or travel or for carrying out duties of any office held by him/her in the Students' Union at the University.
- (7) It shall be for the appointing authority 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.

#### **4. *Determination of Membership Numbers***

- (1) The Board of Governors shall make a determination with respect to their membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3(2) above.
- (3) In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be independent members.
- (4) 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.
- (5) Such a determination may be varied by a subsequent determination.

#### **5. *Appointment of Members of the Board of Governors***

- (1) Subject to the provisions of section 124C 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 paragraph 4(1) above takes effect.
- (2) The Board of Governors are the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.
- (3) Where any appointment of an additional independent member of the Board of Governors fails to be made in consequence of a determination in accordance with paragraph 4 above, the appointing authority in relation to the appointment:-
  - (a) shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of the determination; or
  - (b) if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- (4) Where a vacancy in the office of an independent member of the Board of Governors arises on any existing independent member ceasing to hold office on the expiry of his/her term of office:-
  - (a) his/her successor shall not be appointed more than six months before the expiry of that term; and
  - (b) the appointing authority in relation to the appointment of his/her successor:-
    - (i) shall be the Board of Governors if the appointment is made not less than three months before the expiry of that term; or
    - (ii) if the appointment is not so made, shall be the current independent members of the Board of Governors.
- (5) Where a vacancy in the office of an independent member of the Board of Governors arises on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of his/her successor:-
  - (a) shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be);  
  
or
  - (b) if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- (6) No appointment of an independent member of the Board of Governors by the Board of Governors in accordance with sub-paragraph 5(3)(a), 5(4)(b)(i) and 5(5)(a) above shall be made unless the appointment has been approved by a quorum of the current independent members of the Board of Governors, in accordance with the Articles.
- (7) If the number of independent members of the Board of Governors falls below the number needed in accordance with the Articles for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of independent members as is

required for a quorum.

## **6. *Tenure of Office of Members of the Board of Governors***

- (1) The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 3(2) above. Such 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.
- (2) A member of the Board of Governors may at any time by notice in writing to the Clerk resign his/her 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.
- (3) If at any time the Board of Governors is 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 unable or unfit to discharge the functions of a member, or
  - (c) for any other good cause agreed formally by the Board of Governors.

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

- (4) Where a member of the Board of Governors is appointed as an Academic Board nominee, or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of Governors, ceases before the end of his/her period of office to be a member of staff or a student of the University, as the case may be, his/her office shall thereupon become vacant.

## **7. *Officers***

- (1) The Board of Governors shall appoint from among its members a Chairperson and any other officers which the Board may determine.

## **8. *Committees***

- (1) The Board of Governors may establish committees and permit such committees to include persons who are not members of the Board of Governors.

## **9 *Allowances***

- (1) The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

## **10. *Seal of Corporation***

- (1) The application of the seal of the Corporation shall be authenticated by the signature of the Chairperson of the Board of Governors or some other member authorised generally or specifically by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors.
- (2) The Corporation Seal shall be held under secure arrangements by the Clerk.

## **11. *Copies of Instrument of Government***

- (1) Copies of the Instrument of Government shall be provided to each member of the Board of Governors.



## HIGHER EDUCATION CORPORATION

### ARTICLES OF GOVERNMENT

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

#### 1. INTERPRETATION

- 1.1 In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on the fifth day of March 1993, and

"holders of senior posts" means the Vice Chancellor and Chief Executive, the Clerk to the Board of Governors and the holders of such other senior posts as the Board of Governors determine under Article 3.1.4 and "holder of a senior post" shall be construed accordingly.

"the staff" includes both academic 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 co-opted staff nominee.

"student governor" means a member of the Board of Governors appointed as a student nominee or co-opted student nominee.

"Students' Union" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

#### 2. CONDUCT OF THE UNIVERSITY

- 2.1 The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1994, 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. THE BOARD OF GOVERNORS

##### Responsibilities

- 3.1 The Board of Governors (hereinafter called The Governors) shall be responsible:

- 3.1.1 for the determination of the educational character, mission, strategy and reputation of the University and for oversight of its activities;
- 3.1.2 for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding of its assets;
- 3.1.3 for approving annual estimates of income and expenditure and the annual report and accounts;
- 3.1.4 for the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of holders of the following senior posts: the Vice Chancellor and Chief Executive, the Clerk to the Governors and any other senior posts agreed and appointed by the Board of Governors. The Governors shall also have responsibility for setting a framework for the pay and conditions of other staff.
- 3.1.5 for approving and gaining assurance concerning corporate policies, rules and procedures to assure the effective governance of the Corporation, associated with the legal and regulatory responsibilities of the Corporation and the University and UK Corporate Governance practice.
- 3.1.6 Approve and amend Rules and Bye-laws in accordance with Article 9.

#### **Delegation of Functions and Committees**

- 3.2 Subject to the following provisions, the Governors may establish a committee of the Corporation for any purpose or function, other than those assigned elsewhere in these Articles to the Vice Chancellor and Chief Executive or to the Academic Board, and may delegate powers to such a committee or to the Chair of the Corporation or to the Vice Chancellor and Chief Executive
- 3.3 The Governors shall establish a committee or committees to determine or advise on such matters relating to:
  - 3.3.1 the appointment of new members of the Corporation, and,
  - 3.3.2 finance (including such arrangements for an audit committee as shall meet the requirements of the Higher Education Funding Council for England or any successor statutory body) as the Governors may remit to them. The members of the committee or committees shall be drawn from the Independent members as defined in paragraph 3.2.(a) of the Instrument of Government.
  - 3.3.3 Remuneration of the holders of senior post holders as specified in Article 3.1.4.
- 3.4 The Governors shall not, however, delegate the following:
  - the determination and oversight of the educational character, University strategy (including the Financial Strategy) and mission of the University
  - the approval of the annual estimates of income and expenditure and the annual report and accounts
  - ensuring the solvency of the University and the Corporation and the safeguarding of their assets
  - the appointment or dismissal of the Vice Chancellor and Chief Executive and senior posts as defined in Article 3.4.1.

- the varying or revoking of these Articles of Government, and any associated Rules and Bye-Laws.

### **Membership**

- 3.5 The Constitution of the Board of Governors shall be in accordance with paragraph 3 in the Instrument of Government.
- 3.6 Independent and Co-opted members of the Board normally serve for no more than two terms of four years, or three terms of three years, except where subsequently undertaking a new and more senior role (for example as Chair). Terms of office normally run from 1<sup>st</sup> August to 31st July. The renewal of an appointment for a second or third term of office shall be subject to approval by the Board on the recommendation of the Nominations Committee.
- 3.7 A majority of current members of the Governors must agree to the appointment of a member over the statutory pension age. .

### **Chair and Vice-Chair**

- 3.8 The Governors shall appoint a Chair and (excluding the Vice Chancellor and Chief Executive, staff and student members) up to two Vice Chairs according to the procedures approved by the Corporation. The maximum period of office of the Chair shall normally be two terms of four years.

### **Procedure**

- 3.9 The quorum for meetings of the Board of Governors of 25 members shall be 10 members of whom 6 shall be Independent Members. If a meeting is quorate, but the Independent Members are in a minority, a majority of the Independent Members present shall have the right to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
- 3.10 This quorum shall also apply when Governors meet to appoint a member of the Corporation.
- 3.11 When Schedule 7 of the Education Reform Act provides that the Independent Members are the appointing authority the quorum of Independent Members to be present to appoint an Independent Member of the Corporation shall be 6.
- 3.12 No person other than a Governor may place an item on the agenda for an ordinary meeting of the Governing Body. Items, together with supporting papers, should be lodged with the Clerk to the Governors according to the timescales specified in the rules or Bye-laws.
- 3.13 Dates of ordinary meetings shall be determined no later than the preceding meeting and ordinary meetings shall be formally summoned by the Clerk to the Governors who shall send to each Governor the agenda and supporting papers so that they are dispatched at least 5 days before the date of the meeting. The Clerk to the Governors shall concurrently place the agenda and papers for the forthcoming meeting in a secure electronic resource.
- 3.14 Minutes of ordinary meetings, approved by the Chair, shall normally be circulated to Governors before the next ordinary meeting.



- 3.15 The Clerk to the Governors shall call a special meeting at any time at the request of the Chair or of any 6 Governors and shall give at least 7 calendar days notice of the matter to be discussed.
- 3.16 Every question to be resolved at a meeting of the Governors shall be determined by a majority of the votes of the Governors present and voting on the question (subject to the provisions of Article 3.6). In the event of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 3.17 Any resolution of the Governors may be rescinded or varied at a subsequent meeting, if notice of the proposal to rescind or vary the same has been given to all Governors in the agenda paper provided in accordance with paragraph 3.12 of these Articles.
- 3.18 Members of the Governors shall not be bound in their speaking and voting by instructions given to them by other persons or bodies.
- 3.19 No member of the Governors may appoint proxies.
- 3.20 Members of the Governors shall declare any pecuniary, family or other personal interests in any matter under discussion. Members who declare such interests shall take no part in consideration of the matter, and may be asked to withdraw
- 3.21 The Clerk to the Board of Governors will maintain a record of members' interests.

#### **Withdrawal from Meeting**

- 3.22 The Vice Chancellor and Chief Executive, a Staff Governor or a Student Governor, as the case may be, shall withdraw from that part of any meeting of the Governors or a Committee of the Governors at which consideration is given to his/her suspension or dismissal unless he/she is exercising any right of attendance given to him/her under the Rules or Bye-laws in such circumstances or unless he/she is invited by a resolution of the other members present at the meeting to remain.

#### **Publication of Proceedings of the Governing Body**

- 3.23 The agenda, confirmed minutes and papers considered for meetings of the Governors and its committees shall be stored in a secure electronic resource and a record of the open business shall be published on the University's website. Open business shall be defined as matters that do not relate to named past, present or prospective staff or students of the University or to matters which the Governors or the appropriate committee resolve to be confidential.

#### **Appointment of Clerk to the Board of Governors**

- 3.24 The Governors shall appoint a Clerk to act as Secretary to the Governors.
- 3.25 The role of the Clerk is to advise the Governors on procedures and keep a formal record of their proceedings. Notwithstanding any other senior management role the person appointed as Clerk may have within the University, in her or his capacity as Clerk, the Clerk is directly accountable to the Governing Body and not to the Vice Chancellor and Chief Executive or any other member of the University's management.
- 3.26 The Governors shall establish rules which specify the Clerk's rights and responsibilities and

procedures to be followed should a conflict of interest be identified.

#### **4. EXECUTIVE MANAGEMENT OF THE UNIVERSITY**

##### **4.1 Responsibilities of the Vice Chancellor and Chief Executive**

Subject to the responsibilities of the Governors, the Vice Chancellor shall be the chief executive of the University and shall be responsible:

- 4.1.1 for making proposals to the Governors about the educational and academic character, strategy, reputation and mission of the University; and for implementing the decisions of the Governors;
- 4.1.2 for the organisation, direction and management of the University and leadership of the staff;
- 4.1.3 for the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within the framework set by the Governors - of the pay and conditions of service of staff other than the holders of senior posts;
- 4.1.4 for the determination of the University's academic programmes, after consultation with the Academic Board, and for the determination of its other activities;
- 4.1.5 for preparing annual estimates of income and expenditure and the annual report and accounts for consideration by the Governors and for the management of budget and resources, within the estimates approved by the Governors;
- 4.1.6 for the oversight 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.

##### **4.2 Directorate**

The Directorate shall include the Vice Chancellor and Chief Executive, the Clerk to the Board of Governors and holders of senior posts that may from time to time be agreed and appointed by the Board of Governors

#### **5. THE ACADEMIC BOARD**

- 5.1 There shall be an Academic Board of not more than 30 members comprising the Vice Chancellor and Chief Executive, who shall normally be the Chair, but who may delegate responsibility for chairing the Academic Board to another holder of a senior post appointed by the Board, with the prior consent of the Board of Governors.
- 5.2 The Academic Board will be constituted and conducted in accordance with Bye-laws made by the Board of Governors in accordance with Article 9. The Academic Board shall have powers and duties delegated to it by the Board of Governors.
- 5.3 Any member of the Academic Board or its committees may be required to withdraw from a discussion if the Academic Board is considering any matter pertaining specifically to them.

## **6. CONDITIONS OF SERVICE OF THE VICE CHANCELLOR AND CHIEF EXECUTIVE AND STAFF**

### **Appointment and Promotion**

- 6.1 The Board shall approve procedures by which all staff at the University shall be appointed and promoted.
- 6.2 The Board shall be responsible for the appointment of the Vice Chancellor and Chief Executive, the Clerk to the Board of Governors and other holders of senior posts (as defined in these Articles). Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor and Chief Executive, the post shall be advertised nationally and internationally. Such appointments will be conducted in accordance with the University's staff recruitment and equality and diversity policies and procedures.
- 6.3 Each member of staff shall serve under a written contract of service with the Corporation and shall receive a written statement of the terms and conditions of employment.

### **Conduct of Staff**

- 6.4 The Board of Governors shall approve rules and procedures relating to the conduct of the staff.

### **Academic Freedom**

- 6.5 The Board of Governors shall have regard to the need to ensure that academic staff of the University 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.

### **Suspension, Discipline and Dismissal of Staff**

- 6.6 The Board of Governors shall approve rules setting out:
- 6.6.1 procedures for the suspension of the members of staff
  - 6.6.2 disciplinary and dismissal procedures for:
    - 6.6.2.1 the Vice Chancellor and Chief Executive, the Clerk to the Board of Governors and holders of senior posts appointed by the Board;
    - 6.6.2.2 all other staff, other than those cited in article 6.6.2.1.;
- 6.7 If any procedure made under Article 6.7:
- 6.7.1 only the Board of Governors may deal with the suspension, disciplinary or dismissal matters pertaining to the Vice Chancellor and Chief Executive, the Clerk to the Board of Governors and holders of senior post appointed by the Board;
  - 6.7.2 the procedures under Article 6.6.1 and 6.6.2 will define the extent to which the Vice Chancellor and Chief Executive can delegate the power to suspend, discipline or dismiss the member of staff;
  - 6.7.3 If a member of staff other than the Vice Chancellor and Chief Executive dismisses a member of staff under the procedure made in Article 6.6.2.2, the appeal will be to the Vice Chancellor and Chief Executive or nominee and, if the Vice Chancellor and Chief Executive dismisses a member of staff, the right of appeal will be to a panel of the Board of Governors.

### **Grievance Procedures**

- 6.8 The Board of Governors shall approve and regularly review rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.
- 6.9 In any procedure made under Article 6.8 only the Board of Governors may deal with grievances raised by the Vice Chancellor and Chief Executive, the Clerk to the Board of Governors and holders of senior post appointed by the Board.

## **7. STUDENTS**

- 7.1 The Students' Union shall conduct and manage its own affairs and funds in accordance with relevant Higher Education legislation and Charity Law and a constitution approved by the Board of Governors. The Students' Union 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.
- 7.2 The procedures established by the Governors shall ensure that individual students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University.
- 7.3 The Vice Chancellor and Chief Executive is responsible to the Governors for the oversight of student discipline (Article 4.1.6) and for the expulsion of students for academic or other reasons.
- 7.4 The Board of Governors shall approve and regularly review rules relating to the conduct of students, including procedures relating to student discipline, student complaints and appeals.

### **Academic Performance**

- 7.5 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 reason.

## **8. FINANCIAL MATTERS**

- 8.1 The Governors shall approve 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 the Higher Education Funding Council for England or any successor statutory body).

### **Account Estimates and Audit**

- 8.2 The Board of Governors shall keep accounts and records and appoint auditors in accordance with the provisions of the Act.
- 8.3 Annual estimates of income and expenditure and the annual report and accounts shall be prepared by the Vice Chancellor and Chief Executive for the consideration and approval of the Board of Governors.

## **9. RULES AND BYE-LAWS**

- 9.1 The Board of Governors shall have power to make such rules and bye-laws concerning 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.

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

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

## **11. AMENDMENT OF ARTICLES**

11.1 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.

## **12. DATE OF ARTICLES**

12.1 These Articles shall come into operation on 10<sup>th</sup> October 2016.

Mr J Bateman OBE

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Chair of Governors

Dr S Clarke

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Clerk to the Board of Governors