

# **WRITTLE UNIVERSITY COLLEGE HIGHER EDUCATION CORPORATION**

## **ARTICLES OF GOVERNMENT**

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, the higher education corporation makes the following Articles of Government in accordance with which the Writtle University College 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 27th September, 1994 and

- "the Chancellor" means the Chancellor of the University College;
- "the holders of senior posts" means the Vice-Chancellor 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 College;
- "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 College and the interests of students as students.
- for consistency with the terminology of the Act the words "the Vice -Chancellor" is used throughout these Articles to denote the Chief Executive of the University College.

### **2. CONDUCT OF THE UNIVERSITY COLLEGE**

The University College shall be conducted in accordance with the provision 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, ACADEMIC BOARD AND CHANCELLOR**

#### **The Board of Governors**

3.1. **The Board of Governors shall be responsible for:**

- 3.1.1 the determination of the educational character and mission of the University College and for the oversight of its activities;

- 3.1.2 the effective and efficient use of resources, the solvency of the University College and the Corporation and for safeguarding their assets;
- 3.1.3 approving annual estimates of income and expenditure;
- 3.1.4 the appointment, assignment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
- 3.1.5 setting a framework for the pay and conditions of service of all other staff.

#### **The Vice-Chancellor**

- 3.2. Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive of the University College, and shall be responsible for:
  - 3.2.1 making proposals to the Board of Governors about the educational character and mission of the University College, and for implementing the decisions of the Board of Governors;
  - 3.2.2 the organisation, direction and management of the University College and leadership of the staff;
  - 3.2.3 The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Board, of the pay and conditions of service of staff other than the holders of senior posts;
  - 3.2.4 the determination, after consultation with the Academic Board, of the University College's academic activities, and for the determination of its other activities;
  - 3.2.5 preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of the budget and resources, within the estimates approved by the Board of Governors; and
  - 3.2.6 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 Chancellor**

- 3.3 The Chancellor is an honorary title. The role of the Chancellor will be to act as the ceremonial Head of the University College with the following responsibilities:
  - 3.3.1 to attend relevant ceremonial occasions, in particular the annual Graduation ceremonies;
  - 3.3.2 to visit the University College from time to time during the year and to support its vision, purpose, mission, commitments and values as is possible;
  - 3.3.3 to support, where possible, other events during the year;

- 3.3.4 to act as an ambassador in support of the University College, advancing its interests to appropriate national and regional audiences;
- 3.3.5 to act as advocate to the University College with regard to supporting its mission and future ambitions in higher education and the creative industry contexts.

#### **The Academic Board**

- 3.4 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:
  - 3.4.1 general issues relating to the research, scholarship, teaching and courses at the University College including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
  - 3.4.2 considering the development of the academic activities of the University College and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon; and
  - 3.4.3 advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

### **4. ACADEMIC BOARD**

#### **4.1 MEMBERSHIP**

There shall be an Academic Board of no more than thirty 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 membership will include the:

- Vice Chancellor (Chair)
- Members of the Senior Management Team
- The Heads of academic Schools and Faculties
- Head of Research
- The Heads of the professional services departments and functions
- Up to two members of the academic staff to be elected by the staff at Writtle University College
- Up to two members of the professional services staff to be elected by the staff at Writtle University College
- Two elected representatives of the student body nominated by the Students' Union
- Not more than 2 co-opted members

- 4.2 The Vice Chancellor shall be Chair of the Academic Board. If the Vice Chancellor is absent the member of SMT with responsibility for academic provision shall be the Chair. In the absence of the Vice Chancellor and the alternative Chair, the Board shall elect a Chair for that meeting from amongst those present.

**5. DELEGATION OF FUNCTIONS AND COMMITTEES**

- 5.1 Subject to the following provisions of this article, the Board of Governors may establish committees of the Board of Governors 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.
- 5.2 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board may remit to them. This will include the establishment of an Audit Committee. The members of these shall be drawn from the Board of Governors other than staff or student Governors.
- 5.3 The Board of Governors shall not, however, delegate the following:
- 5.3.1 the determination of the educational character and mission of the University College;
  - 5.3.2 the approval of the annual estimates of income and expenditure;
  - 5.3.3 ensuring the solvency of the University College and the Corporation and the safeguarding of its assets;
  - 5.3.4 the appointment or dismissal of the Vice-Chancellor; or
  - 5.3.5 the varying or revoking of these Articles.

**6. APPOINTMENT AND PROMOTION OF STAFF**

- 6.1 Each member of staff shall serve under a contract of employment with the Corporation.
- 6.2 Upon the occurrence of a vacancy or expected vacancy for the post of Vice-Chancellor or Deputy, the Board of Governors shall advertise the vacancy nationally; and
- 6.2.1 appoint a selection panel consisting of at least 3 Governors and except when it is his/her post which is being considered, the Vice-Chancellor.
- 6.3 Subject to the provisions of this article and article 3.2.3, the Vice-Chancellor shall have general responsibility for selecting for appointment any members of the teaching staff not covered by article 6.2.
- 6.4 The Vice-Chancellor shall have general responsibility for selecting for appointment members of the support staff not covered by article 6.2. He/she shall exercise that responsibility in accordance with arrangements made by the Board of Governors after consultation with representatives of the support staff.

**7. CONDUCT OF STAFF**

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

**8. ACADEMIC FREEDOM**

- 8.1 In making rules under article 7.1, the Board of Governors shall have regard to the need to ensure that academic staff of the institution 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 College.

**9. SUSPENSION AND DISMISSAL OF STAFF**

**Suspension**

- 9.1 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.
- 9.2 The Vice Chancellor or in his/her absence a senior post holder approved by the Board, 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.
- 9.3 Anyone who is suspended from duty under Article 9.1. or 9.2. above 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.
- 9.4 Procedures for the suspension of staff under Article 9.1. or 9.2. shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:
- 9.4.1 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 9.5. or of a notification from the Vice-Chancellor under Article 9.12;
- 9.4.2 any appeal made under sub-paragraph (9.4.1.) shall be considered as soon as practicable; and
- 9.4.3 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 and the Clerk**

- 9.5 If the Chair of the Board of Governors, or in his/her absence the Vice-Chair, 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 Chair, Vice-Chair or 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 practicable to examine the facts, otherwise investigate the grounds for dismissal and to make a report to the Board of Governors.
- 9.6 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/she may be accompanied and represented by a friend.
- 9.7 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.
- 9.8 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/she may be accompanied and represented by a friend.
- 9.9 The Special Committee shall consist of five (5) members of the Board of Governors. The Chair of the Board of Governors, the Vice-Chair, the Vice-Chancellor and the staff and student Governors shall not be eligible for membership of the Special Committee.
- 9.10 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 9.5. to 9.9.

(ii) **Other Members of Staff**

- 9.11 The Vice-Chancellor may dismiss any member of the staff of the institution other than the holder of a senior post and if the circumstances are such that he/she is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- 9.12 Where the Vice-Chancellor proposes to dismiss such a member of staff and the circumstances described in article 9.11. do not prevail he/she shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Vice-Chancellor (including oral representations, for which purpose he/she may be accompanied and represented by a friend) before any decision to dismiss by the Vice-Chancellor is taken.
- 9.13 Where a staff member has been dismissed pursuant to Article 9.11 or a decision to dismiss has been taken pursuant to Article 9.12 that staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.

- 9.14 Procedures for the dismissal of staff by the Vice-Chancellor 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.

**10. 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.

**11. PROCEDURES FOR MEETINGS**

- 11.1 The Board of Governors shall meet at least once in every term, and shall hold such other meetings as may be necessary for the efficient discharge of its functions. Meetings shall be held at the University College or at such other place as the members may from time to time determine.
- 11.2 All meetings shall be summoned by the Clerk to the Board of Governors, who shall send to the members written notice of the meeting and a copy of the agenda therefore at least seven clear days in advance of the meeting. Except with the consent of the majority of the members present and voting, no business shall be transacted other than that specified in the summons to attend the meeting.
- 11.3 A special meeting of the Board of Governors may be called at any time by the Chair or at the request in writing of any five members. Where the Chair, or in his/her absence the Vice-Chair, so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than seven days, as he/she specifies.
- 11.4 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given them by other bodies or persons.
- 11.5 The names of the members present at a meeting of the Board of Governors shall be recorded.

**12. CHAIR AND VICE-CHAIR**

- 12.1 At the first full meeting of the Board of Governors, the Governors shall, from among their number appoint a Chair and a Vice-Chair, each of whom will be an independent member. Unless he/she previously resigns that office or ceases to be a Governor, they shall hold office for such period as the Board of Governors may determine. The Chair and Vice-Chair shall be eligible for re-election at the end of their respective terms of office.
- 12.2 The Chair and Vice-Chair may at any time by notice in writing to the Clerk to the Board of Governors resign their respective offices.
- 12.3 On a casual vacancy occurring in the office of the Chair or Vice-Chair, an election to fill the vacancy shall be held not later than the next ordinary meeting of the Board of Governors.
- 12.4 The Chair or Vice-Chair or Governor chosen to preside at a meeting under the terms of this Instrument shall not be the Vice-Chancellor, a member of University College staff or a student of the University College.

- 12.5 At a meeting of the Board, the Chair, if present, shall preside. If the Chair is absent the Vice-Chair, if present, shall preside. If both the Chair and the Vice-Chair are absent from a meeting of the Board, such member as the members shall choose shall preside for that meeting provided that the members chosen shall not be the Vice-Chancellor, a member of staff or a student of the University College.

**13. QUORUM**

- 13.1 Meetings of the Board of Governors shall be quorate if ten (10) or more members are present, of whom at least six (6) are independent members.
- 13.2 If the number of members assembled for a meeting of the Board of Governors does not constitute a quorum therefore, the meeting shall not be held. If in the course of a meeting of the Board of Governors the number of members thereof present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 13.3 If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as conveniently may be.
- 13.4 If a meeting is quorate but the members present who are independent members are in a minority, a majority of such members present shall have the right to decide that an item of business be deferred to a subsequent meeting. No item may be so deferred more than once under this provision.

**14. PROCEEDINGS OF MEETINGS**

- 14.1 Every question to be decided at a meeting of the Board of Governors shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 14.2 No resolution of the members may be rescinded or varied at a subsequent meeting, unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 14.3 Except as provided by Article 9.8 a member of the Board of Governors who is a member of the University College staff shall withdraw:
- 14.3.1 from that part of any meeting of the Board of Governors at which his/her promotion, conduct, suspension, dismissal or retirement is to be considered;
- 14.3.2 from that part of any meeting of the Board of Governors at which the appointment of his/her successor is to be considered; and
- 14.3.3 if so required by a resolution of the other members present, from that part of any meeting of the Board of Governors at which the appointment, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own is to be considered.



- 14.4 Except as provided by Articles 3.2.6. and 3.3.1. a student member shall withdraw from that part of any meeting of the Board of Governors at which his/her conduct, suspension or expulsion is to be considered.
- 14.5 In any case where the Board of Governors is to discuss the appointment, remuneration, conditions of service, promotion, suspension, dismissal or retirement of a member or prospective member of staff of the University College, a Student member shall withdraw from the meeting:

## **15. ELIGIBILITY OF MEMBERS**

- 15.1 No person who has not attained the age of 18 years shall be eligible for appointment as a Governor except as a student governor.
- 15.2 Subject to paragraphs 15.3. and 15.4. below, a person shall be disqualified from holding, or from continuing to hold, office as a member if he/she has been adjudged bankrupt or made a composition or arrangement with his/her creditors; and a member, on becoming so disqualified, shall give written notice of that fact to the Clerk to the Board of Governors.
- 15.3 Where a person is disqualified by reason of his/her having been adjudged bankrupt, that disqualification shall cease:
  - 15.3.1 unless the bankruptcy order made against that person is previously annulled, on his/her discharge from bankruptcy; and
  - 15.3.2 if the bankruptcy order is so annulled, on the date of the annulment.
- 15.4 Where a person is disqualified by reason of his/her having made a composition or arrangement with his/her creditors and he/she pays in full his/her debts, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition or arrangements are fulfilled.
- 15.5 A person shall be disqualified for holding, or for continuing to hold, office as a Governor if, within five years before his/her appointment would otherwise have taken effect, or since his/her appointment, he/she has been convicted in the United Kingdom, the Channel Islands or the Isle of Man of any offence and has had passed on him a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine. Where, by virtue of this paragraph, a person becomes disqualified for holding office as a member he/she shall give notice of that fact to the Clerk to the Board of Governors.

## **16. MEMBERS NOT TO BE FINANCIALLY INTERESTED IN THE UNIVERSITY COLLEGE**

- 16.1 No member shall take or hold any interest in any property held or used for the purpose of the University College, or receive any remuneration for his/her services as a member; provided that a member who is a member of the staff of the University College (including the Vice-Chancellor) may receive remuneration in that capacity.
- 16.2 A member who has any financial interest in:
  - 16.2.1 the supply of work or goods to or for the purposes of the University College; or

16.2.2 any contract or proposed contract concerning the University College; or

16.2.3 any other matter relating to the University College

and is present at a meeting of the Board of Governors at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and shall not take part in the consideration or vote on any question with respect to it.

16.3 This clause shall not prevent the members of the Board of Governors considering and voting upon proposals for the Board to insure the members of the Board of Governors against liabilities incurred by them arising out of their office or the Board of Governors obtaining such insurance and paying the premiums.

## **17. MINUTES**

17.1 At every meeting of the Board of Governors the minutes of the last meeting shall be taken as the first agenda item except in cases where the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

## **18. GRIEVANCE PROCEDURES**

18.1 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.

## **19. STUDENTS**

19.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.

19.2 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.

19.3 In exercise of their responsibilities under article 3.3.1, 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.

## **20. FINANCIAL MATTERS**

### **Fees**

20.1 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 the appropriate Funding Council).

### **Accounts, Estimates and Audit**

- 20.2 Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for the consideration and approval of the Board of Governors.
- 20.3 The Audit Committee will advise the Board of Governors on all aspects of the institution's internal control mechanisms and will monitor recommendations emanating from both internal and external reports made by the University College auditors
- 20.4 The Board of Governors shall:
  - 20.4.1 keep proper accounts and proper records in relation to the accounts and appoint auditors in accordance with the provisions of the Act;
  - 20.4.2 prepare in respect of each financial year a statement of accounts.
- 20.5 **The Statement of accounts shall:**
  - 20.5.1 give a true and fair account of the state of the Board of Governors affairs at the end of the financial year and of the Board's income and expenditure in the financial year; and
  - 20.5.2 comply with any directions given by the appropriate Funding Council as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

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

- 21.1 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 College as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

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

- 22.1 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.

## **23. AMENDMENT OF ARTICLES**

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

## **24. ACCESS TO DOCUMENTATION**

- 24.1 Papers of the Board of Governors or its committees shall be available for inspection by students and staff of the University College. 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, the following shall be available for such inspection:

agenda;  
draft minutes, if they have been approved by the Chair of the meeting;  
signed minutes; and  
reports or papers considered at meetings.

**25. DATE OF ARTICLES**

25.1 These Articles shall come into operation on 5 May 2016.