

ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, The Manchester Metropolitan University Higher Education Corporation makes the following Articles of Government in accordance with which The Manchester Metropolitan University 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 26 April 1993, and additionally;

"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 from time to time.

"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 as a co-opted student nominee; and

"a students' union" means the recognised association of the generality of registered and enrolled students of the University formed to further the educational purposes of the University and the interests of students as students.

"Financial Year" means the period from 1 August – 31 July

"Special Committee" means the special committee of the University established by the Board of Governors under the procedures in Article II.

2 CONDUCT OF THE UNIVERSITY

2.1 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 APPOINTMENT OF GOVERNORS

- 3.1 The notice to be given for any meeting of the Board of Governors at which the appointment of any Governor is to be considered, the quorum for such meeting and the method of voting shall be as set out in Articles 4.2, 4.4 and 4.6.
- 3.2 Where the independent members are the appointing authority for independent members under the provisions of the Instrument, they shall form a Nominations Committee to seek out and recommend the appointment of new lay/independent/co-opted members to the relevant nominating or appointing body. The notice to be given for any meeting of the committee and the method of voting shall be as set out in Articles 4.2 and 4.6.
- 3.3 Notwithstanding the provisions of Articles 3.1 and 3.2, it shall be permissible in relation to the appointment of any Governor by either the Board of Governors or by the committee of the independent members (as the case may be) to adopt the procedure set out in Article 4.7.

4 PROCEDURE FOR MEETINGS OF THE BOARD OF GOVERNORS

- 4.1 The Board of Governors shall meet at least four times per Financial Year of which at least one meeting shall be held once in every University term and on the written instructions of the Chairman of the Board of Governors or a request in writing signed by at least five of the Governors (at least three of whom shall be independent members) addressed to the Clerk a special meeting of the Board may be convened at any time.
- 4.2 Every meeting shall be summoned by notice in writing to each Governor stating the place, day and hour of the meeting and the business to be transacted. Such notice shall be delivered personally or sent by email, fax or by first class post seven clear days before the date of the meeting unless in the opinion of the Chairman of the Board of Governors the circumstances are such that the meeting must be called at shorter notice. It shall not be necessary to serve notice of a meeting to any Governor who is for the time being absent from the United Kingdom.
- 4.3 The convening of and proceedings of the Board of Governors shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election, appointment or qualification of any Governor or by the accidental failure to serve a notice of the meeting on any Governor.
- 4.4 The quorum for meetings of the Board of Governors shall be ten Governors of whom seven shall be independent members. If a

meeting is quorate, but less than half the number 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.

- 4.5 The Board of Governors shall at its last meeting in the Financial Year elect two of its number to be respectively Chairman and Deputy Chairman of the Board of Governors to hold office for a period of three years commencing with the first day of the next Financial Year. The procedure for the election of the Chairman and Deputy Chairman shall be decided by the Governors. The Chairman and Deputy Chairman shall be eligible for re-election. A Governor who is employed at the University or a student at the University shall not be eligible for appointment under this clause. Save as provided for in Article 4.4 every question to be determined at a meeting of the Board of Governors or a committee of the Board of Governors shall be determined by the majority of the votes of the Governors or the members of that committee (as the case may be) present and voting on the question. Where there is an equal division of votes the Chairman of the meeting shall have a second or casting vote. Votes shall be given personally and not by proxy.
- 4.6 The Board of Governors may at any time by resolution remove any person from office as Chairman or Deputy Chairman and appoint another of its number in her/his place to hold office for the residue of the period of office of the person so removed or for such other period of time as the Board of Governors may resolve.
- 4.7 If both the Chairman and the Deputy Chairman are absent from any meeting, the members present shall elect one of their number to preside at that meeting before any other business is transacted.
- 4.8 A resolution in writing to which every Governor or every member of a committee of the Board of Governors entitled to receive notice of a meeting of the Board of Governors or of that committee and to attend and vote without qualification at such meeting (as the case may be) signifies acquiescence in writing shall be valid as if the same had been passed at a meeting of the Board of Governors or that committee (as the case may be) duly convened and held.
- 4.9 Any Governor having any pecuniary, family or other personal interest in any matter under discussion at any meeting of the Board of Governors or a committee of the Board of Governors at which s/he is present shall as soon as practicable disclose the fact of her/his interest to the meeting, and withdraw from the meeting for the duration of that particular item. A Governor shall not be treated as having a pecuniary interest in any matter by reason only of her/his being a member of the staff or a student of the University nor shall the provisions of this Article prevent the Board of Governors or a

committee of the Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

- 4.10 The staff Governors shall withdraw from that part of any meeting of the Board of Governors or a committee of the Board of Governors at which there is consideration of the appointment, remuneration, conditions of service, promotion, suspension, dismissal or retirement of a named member or prospective member of the staff.
- 4.11 The student Governor(s) shall withdraw from that part of any meeting of the Board of Governors or a committee of the Board of Governors at which there is consideration of (a) the appointment, remuneration, conditions of service, promotion, suspension, dismissal or retirement of a named member or prospective member of the staff or (b) any matter relating to a named student or prospective student of the University.
- 4.12 Each Governor shall at all times exercise her/his best judgement in the interests of the University and, in speaking and voting and otherwise carrying out her/his duties as a Governor, s/he shall not act on any instructions given to her/him by any other bodies or persons.
- 4.13 No resolution of the Board of Governors or of any committee of the Board of Governors shall be rescinded or varied by the Board of Governors or that committee (as the case may be) within six months after it has been passed, unless seven clear days' notice of intention to propose that it shall be rescinded or varied shall have been given to all the Governors or to all the members of that committee (as the case may be) through the Clerk.
- 4.14 Minutes shall be kept of the proceedings at meetings of the Board of Governors and committees of the Board of Governors and the same when agreed by the next meeting of the Board of Governors or the committee (as the case may be) and signed by the Chairman at that meeting shall be conclusive evidence of the matters stated therein.
- 4.15 Except where material relates to named members or prospective members of the staff or of the student body or to matters which the Board of Governors or any committee of the Board of Governors (as the case may be) is satisfied should be dealt with on a confidential basis, copies of signed minutes and any reports or papers attached thereto shall be available in the University libraries.

5 RESPONSIBILITIES OF THE BOARD OF GOVERNORS

- 5.1 The Board of Governors shall be responsible:
- 5.1.1 for the determination of the educational character and mission of the University and for oversight of its activities;
 - 5.1.2 for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
 - 5.1.3 for approving the annual estimates of income and expenditure and the annual accounts;
 - 5.1.4 for the appointment, grading, assignment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
 - 5.1.5 for setting a framework for the pay and conditions of service of all other members of the staff;
 - 5.1.6 for the appointment of external auditors.
 - 5.1.7 for the promotion of equality of opportunity and diversity for members of staff and students;
 - 5.1.8 for the health and safety of members of staff, students and other persons on the University's premises or where a duty of care exists.

6 DELEGATION OF FUNCTIONS AND COMMITTEES

- 6.1 Subject to the following provisions of this Article, the Board of Governors may delegate or allocate its powers, authority and functions to committees, the Academic Board, the Chairman, the Vice-Chancellor, any other holder of a senior post or any other staff of the University. The delegations must be clearly defined in writing and be formally approved by the Board of Governors. Notwithstanding this, the Board of Governors is ultimately accountable and responsible for the actions and discussions taken by the committees, boards or persons to whom it has delegated its responsibilities.
- 6.2 The Chairman of the Board of Governors shall have power to act on behalf of the Board in matters of urgency subject to the action being reported to the Board at its next meeting.
- 6.3 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. The members of such committee or committees shall be drawn from the Board of Governors other than staff or student Governors and consultation should be given to co-opting members with particular expertise.

6.4 Save as otherwise specifically provided in these Articles, the Board of Governors may determine the manner in which the proceedings of any committee of the Board of Governors shall be regulated and any period for which any member of any such committee shall hold office.

6.5 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 and the annual accounts;
- ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- the appointment of external auditors;
- the appointment or dismissal of the Vice-Chancellor and Clerk;
- the sealing of contracts;
- the approval of contracts worth in excess of £5M
- the varying or revoking of these Articles.

7 THE VICE-CHANCELLOR

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

7.1.1 for 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;

7.1.2 for the organisation, direction and management of the University and leadership of the staff;

7.1.3 for the appointment, assignment, grading, appraisal, discipline, suspension, dismissal and determination - within the framework set by the Board of Governors - of the pay and

conditions of service of the staff other than the holders of senior posts;

7.1.4 for the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;

7.1.5 for 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;

7.1.6 for 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.

7.2 The Vice-Chancellor may delegate the exercise of her/his powers and responsibilities to other members of staff as s/he considers appropriate but, notwithstanding any such delegation, the Vice-Chancellor shall be accountable to the Board of Governors for the exercise of such powers and responsibilities.

8 CLERK TO THE BOARD OF GOVERNORS

8.1 The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

9. ACADEMIC BOARD

9.1 There shall be an Academic Board of not normally more than 30 members, comprising the Vice-Chancellor (who shall be Chairman) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Vice-Chancellor may nominate a Deputy Chairman from among the members of the Academic Board to take the chair in her or 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. At least half of the members of the Academic Board shall comprise persons occupying posts at Head of Department level or above.

10 RESPONSIBILITIES OF THE ACADEMIC BOARD

10.1 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:

- 10.1.1 for general issues relating to the research, scholarship, learning and 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 academic reasons. Such responsibilities shall be subject where appropriate to the requirements of validating and accrediting bodies;
 - 10.1.2 for considering the development of the academic and related activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon;
 - 10.1.3 for advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.
- 10.2 The Academic Board shall submit a report of its work to the Board of Governors not less than once a term and shall also submit such other reports as the Board of Governors may require.
 - 10.3 The Academic Board may establish such committees as it considers necessary for the purposes of enabling it to carry out its responsibilities provided that each establishment 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.
 - 10.4 The Academic Board shall meet at least once in every term and, except where material relates to matters which the Academic Board is satisfied should be dealt with on a confidential basis, copies of signed minutes and any reports or papers attached thereto shall be available in the University libraries.

11 **STAFF**

Appointment

- 11.1 Each member of the staff shall serve under a contract of employment with the Corporation.
- 11.2 Upon the occurrence of a vacancy or expected vacancy for the post of Vice-Chancellor or holder of a senior post, the post shall be

advertised nationally unless otherwise determined by the Board of Governors.

Conduct

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

Freedom of Speech

11.4 In making rules under Article 11.3, the Board of Governors shall have regard to the need to ensure that the members of the 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 posts or any privileges they may have at the University.

Suspension

11.5 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 alleged gross 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.

11.6 The Vice-Chancellor may suspend from duty, with pay, any member of the staff, other than the holder of a senior post, for alleged misconduct or gross misconduct or other good and urgent cause.

11.7 Anyone who is suspended from duty under Articles 11.5 or 11.6 shall be entitled to receive from the Vice-Chancellor, 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.

11.8 Procedures for the suspension of the holder of a senior post and members of the staff under Articles 11.5 or 11.6 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 11.9 or of a notification from the Vice-Chancellor under Article 11.16;

(b) any appeal made under (a) shall be considered as soon as practicable;

- (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

11.9 If the Chairman of the Board of Governors, or in her/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 the case may be) 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 make a report to the Board of Governors.

11.10 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to that committee, including oral representations, for which purpose s/he may be accompanied and represented by a friend.

11.11 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 the facts relating to the case, and any considerations which the Special Committee considers should be taken into account by the Board of Governors in its consideration of the matter. The report shall not contain recommendations as to the decision to be taken by the Board of Governors.

11.12 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 s/he may be accompanied and represented by a friend.

11.13 The Special Committee shall consist of at least three members of the Board of Governors. The Chairman of the Board of Governors and the Vice-Chancellor shall not be eligible for membership of the Special Committee.

11.14 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 11.9 to 11.13.

- (ii) Other members of the staff

- 11.15 The Vice-Chancellor may dismiss any member of the staff other than the holder of a senior post and, if the circumstances are such that s/he is entitled to do so by virtue of the conduct of that member of the staff, that dismissal may take immediate effect without any need for prior notice.
- 11.16 Where the Vice-Chancellor proposes to dismiss such a member of the staff and the circumstances described in Article 11.15 do not prevail s/he shall notify the member of the staff concerned of that proposal. That person shall be given an opportunity to make representations to the Vice-Chancellor (including oral representations, for which purpose s/he may be accompanied and represented by a friend) before any decision to dismiss by the Vice-Chancellor is taken.
- 11.17 Where a member of the staff has been dismissed pursuant to Article 11.15 or a decision to dismiss has been taken pursuant to Article 11.16 that person 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.
- 11.18 Procedures for the dismissal of members of the 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 staff. The rules should include rights of representation.
- 11.19 Dismissals under the procedures referred to under Article 11.9 to 11.18 to not include those exempted under section 4 of the Employment Act 2002 (Dispute Resolution) Regulations 2004, as amended from time to time.

Grievance Procedures

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

12 STUDENTS

- 12.1 A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors. The students' union shall report to the Board of Governors, if so required by the Board of Governors, with respect to the discharge of its responsibilities 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.

- 12.2 The Board of Governors shall establish procedures to ensure that students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as may be deemed appropriate by the Board of Governors.
- 12.3 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.
- 12.4 In exercise of its responsibilities under Article 10.1.1, 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 on.

13 FINANCIAL MATTERS

- 13.1 The tuition and other fees payable to the Corporation shall be determined by the Vice-Chancellor within a framework set by the Board of Governors (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funding Council).
- 13.2 The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.
- 13.3 Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for the consideration and approval of the Board of Governors.

14 RULES AND BYE-LAWS

- 14.1 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

- 15.1 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 the staff and every student of the University.

16 AMENDMENT OF ARTICLES

- 16.1 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

17.1 These Articles shall come into operation on 1 February 1995.