



**Manchester
Metropolitan
University**

CONSTITUTIONAL PROVISIONS

THE MANCHESTER METROPOLITAN UNIVERSITY

CONSTITUTIONAL PROVISIONS

CONTENTS

SIGNIFICANT DATES	3
LEGAL PROVISIONS	4
EDUCATION REFORM ACT 1988	5
INSTRUMENT OF GOVERNMENT	7
COMPOSITION OF THE BOARD OF GOVERNORS	13
ARTICLES OF GOVERNMENT	14
APPOINTMENT OF CHANCELLOR AND PRO-CHANCELLORS	26
TERMS OF REFERENCE AND MEMBERSHIP OF COMMITTEES OF THE BOARD OF GOVERNORS	27
AUDIT COMMITTEE	27
PEOPLE, FINANCE AND RESOURCES COMMITTEE	31
NOMINATIONS AND GOVERNANCE COMMITTEE	33
REMUNERATION COMMITTEE	34
ACADEMIC BOARD	36

SIGNIFICANT DATES

1 January 1970	Manchester Polytechnic established under the auspices of the Manchester City Council by an amalgamation of Manchester College of Art and Design, Manchester College of Commerce and John Dalton College of Technology.
27 February 1970	At a ceremony of designation, the Polytechnic's designation document was presented by Edward Short, Secretary of State for Education and Science.
1 January 1977	Merger of Didsbury College of Education and Hollings College with the Polytechnic.
1 April 1983	Merger of the City of Manchester College of Higher Education with the Polytechnic.
21 November 1988	A new Board of Governors established as a higher education corporation under the terms of the Education Reform Act 1988.
1 April 1989	The new Board of Governors became responsible for the management of the Polytechnic, which thus ceased to be a local authority institution.
1 September 1992	The Polytechnic gained power to grant its own degrees and other awards under the terms of the Further and Higher Education Act 1992.
15 September 1992	The institution's new title, The Manchester Metropolitan University, was approved by the Privy Council.
1 October 1992	Crewe + Alsager College of Higher Education was merged with the University.
1 January 1993	The Duke of Westminster became the University's first Chancellor.
1 January 2003	Dame Janet Smith appointed as Chancellor of the University
12 July 2011	Diane Thompson CBE appointed as Chancellor of the University
1 April 2016	Lord Mandelson appointed as Chancellor of the University
27 April 2017	Higher Education and Research Act 2017

LEGAL PROVISIONS

The Board of Governors of the Manchester Metropolitan University constitutes a higher education corporation as provided in the Education Reform Act 1988.

The Education Reform Act 1988 (Commencement No 2) Order 1988 brought into force with effect from 21 November 1988 Section 121 of the Act, enabling the Secretary of State for Education and Science to establish bodies corporate (higher education corporations) for the purpose of conducting those higher education institutions maintained by local education authorities which met certain criteria as specified.

The Education (Higher Education Corporations) Order 1988 specified Manchester Polytechnic as one of the higher education institutions covered by Section 121 of the Act and had the effect of confirming the establishment from 21 November 1988 of a higher education corporation with the name Manchester Polytechnic to conduct the institution as from the "transfer date", specified in the Order as 1 April 1989.

On 15 September 1992, the Privy Council, in exercise of powers conferred by Section 77 of the Further and Higher Education Act 1992, approved the change of name of the Corporation to The Manchester Metropolitan University.

The powers of a higher education corporation are set out in Section 124 of the Education Reform Act 1988 (see pages 5 and 6).

In accordance with Section 124A of the Education Reform Act 1988, the Privy Council on 26 April 1993 made an Instrument of Government for the Corporation, set out on pages 7 to 12.

The composition of the Board of Governors, determined in accordance with the terms of the Instrument of Government, is set out on page 13.

The University is conducted in accordance with Articles of Government made by the Corporation and approved by the Privy Council, as provided by Section 125 of the Education Reform Act 1988. The Articles are set out on pages 14 to 25.

In accordance with the Articles of Government, the Board of Governors has set up a number of committees, details of which are set out on pages 27 to 35.

Resolutions of the Board governing the appointment of the Chancellor and the Pro-Chancellors are set out on page 26.

Schedule 12, paragraph 64, to the Education Reform Act 1988 provides that a higher education corporation shall be an exempt charity for the purposes of the Charities Act 1960.

Provisions concerning the Academic Board is set out on pages 36 and 37.

EDUCATION REFORM ACT 1988

SECTION 124

(as amended by the Further and Higher Education Act 1992)

- (1) A higher education corporation shall have power -
- (a) to provide higher education;
 - (b) to provide further education; and
 - (c) to carry out research and to publish the results of the research or any other material arising out of or connected with it in such manner as the corporation think fit.
- (2) A higher education corporation shall also have power to do anything which appears to the corporation to be necessary or expedient for the purpose of or in connection with the exercise of any of the powers conferred on the corporation by subsection (1) above, including in particular power -
- (a) to conduct an educational institution for the purpose of carrying on activities undertaken in exercise of any of those powers and, in particular, to assume the conduct as from the transfer date applicable in relation to the corporation of the institution in respect of which the corporation is established and for that purpose to receive any property, rights and liabilities transferred to the corporation under section 126 of this Act;
 - (b) to provide facilities of any description appearing to the corporation to be necessary or expedient for the purposes of or in connection with carrying on any such activities (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties within the meaning of section 41(9) of the Education Act 1944);
 - (c) to supply goods and services;
 - (d) to acquire and dispose of land and other property;
 - (e) to enter into contracts, including in particular -
 - (i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any such activities; and
 - (ii) contracts with respect to the carrying on by the corporation of any such activities;
 - (f) to form or take part in forming a body corporate for carrying on any such activities;

- (g) to borrow such sums as the corporation think fit for the purposes of carrying on any activities they have power to carry on or meeting any liability transferred to them under section 126 of this Act and, in connection with such borrowing, to grant any mortgage, charge or other security in respect of any land or other property of the corporation;
 - (h) to invest any sums not immediately required for any of the purposes mentioned in paragraph (g) above;
 - (i) to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and
 - (j) to do anything incidental to the conduct of an educational institution providing higher or further education.
- (3) The power under subsection (2)(j) above includes in particular power -
- (a) to found scholarships or exhibitions; and
 - (b) to make grants and give prizes.

THE 26th DAY OF APRIL 1993

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

WHEREAS section 124A(3) and (4) of the Education Reform Act 1988 (a) (hereinafter referred to as "the Act") provide that the Privy Council may by Order make an instrument of government of any higher education corporation with respect to which Schedule 7 to the Act has effect, and that the said instrument of government shall comply with the requirements of Schedule 7A to the Act and may make any provision authorised to be made by the said Schedule 7A and such other provision as may be necessary or desirable:

AND WHEREAS The Manchester Metropolitan University Higher Education Corporation is a higher education corporation with respect to which the said Schedule 7 has effect:

NOW, THEREFORE, Their Lordships, in exercise of the powers conferred on Them by the said section 124A(3) are pleased to, and do hereby, make an instrument of government for The Manchester Metropolitan University higher education corporation as set out in the Schedule to this Order, which shall come into force forthwith.

N.H.Nicholls

SCHEDULE

INSTRUMENT OF GOVERNMENT **REFERRED TO IN THE FOREGOING ORDER**

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 Manchester Metropolitan University Higher Education Corporation;

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

"the University" means The Manchester Metropolitan University conducted by the Corporation;

- (a) 1988 c.40; section 124A was inserted by section 71 of the Further and Higher Education Act 1992 (c.13).

“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.

- (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 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) not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
 - (b) the Vice-Chancellor, unless he or she chooses not to be a member.
- (2) Of the appointed members:
- (a) up to thirteen shall be independent members;
 - (b) up to two may be teachers 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, industrial, 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 subparagraph 3(2)(b) above) who is:
 - (a) employed at the University (whether or not as a teacher);
 - (b) a full-time student at the University; or
 - (c) an elected member of any local authorityis not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.
- (6) For the purposes 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 or she has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him or her in the Students' Union at the University.
- (7) A person is not eligible for appointment as a member of the Board of Governors at any time when he or she is under the age of eighteen.
- (8) 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 its membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors is to consist, subject to the limits applicable in relation to that category in accordance with 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 is the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.
- (3) Where an 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 or her term of office:
 - (a) his or 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 or 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 made within that period, 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 or 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 subparagraph 5(3)(a), 5(4)(b)(i) or 5(5)(a) above shall be made unless the appointment has been approved by the current independent members of the Board of Governors.

- (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 or her office, which will thereupon become vacant from the date of receipt of the notice of 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 members, the Board of Governors may by notice in writing to that member remove him or her from office; and thereupon the office shall become vacant.
- (4) Where a member of the Board of Governors appointed as an Academic Board nominee or a student nominee ceases before the end of his or her period of office to be a teacher at the University or a student of the University, as the case may be, and where a member of staff or student appointed as a co-opted member of the Board of Governors, ceases before the end of his or her period of office to be a member of staff or a student of the University, as the case may be, his or her office shall thereupon become vacant.

7 *Officers*

- (1) The Board of Governors shall appoint from among its members a Chairman, a Deputy Chairman, and any other officers which the Board of Governors 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 Chairman of the Board of Governors or of another member authorised generally or specially by the Board of Governors to act for that purpose, together with that of any one of the following:
 - (a) any other member of the Board of Governors;
 - (b) the Clerk;
 - (c) any other person who may be authorised generally or specially by the Board of Governors to act for that purpose.
- (2) The Corporation Seal shall be held under secure arrangements by the Clerk.

11 *Copies of Instrument of Government*

Copies of the Instrument shall be provided to each member of the Board of Governors.

COMPOSITION OF THE BOARD OF GOVERNORS

The composition of the Board of Governors, determined by the Board in accordance with paragraph 4 of the Instrument of Government, is as follows: -

Independent Members	13
Academic Board Nominee	1
Student Nominees	2
Co-opted Members	7
Vice-Chancellor	1

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

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

9. ACADEMIC BOARD

There shall be an Academic Board of not normally more than 32 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

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

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

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

These Articles shall come into operation on 19 August 2008.

APPOINTMENT OF CHANCELLOR AND PRO-CHANCELLORS

The following resolutions were adopted by the Board of Governors on 13 November 1992 -

- (i) that an office of Chancellor of the University be established, the holder of which shall act as titular head of the University and shall if present preside over congregations of the University for the conferment of degrees and other awards;
- (ii) that the appointment of a Chancellor shall be at the sole discretion of the Board of Governors, which shall determine the period of office of the Chancellor and all other matters relating to the appointment;
- (iii) that the Chairman of the Board of Governors shall be ex officio a Pro-Chancellor of the University during his tenure of office as Chairman of the Board;
- (iv) that the Board of Governors may at its sole discretion appoint one or more Pro-Chancellors other than the Pro-Chancellor referred to in resolution (iii) above, the period of office of such Pro-Chancellors and all other matters relating to their appointment to be determined by the Board;
- (v) that in the absence of the Chancellor, or during a vacancy in the office of Chancellor, the Vice-Chancellor shall preside over congregations of the University for the conferment of degrees and other awards, and the other functions of the Chancellor shall be discharged by the Pro-Chancellor referred to in resolution (iii) above, or, in his or her absence, by the most senior in length of service of the Pro-Chancellors referred to in resolution (iv);
- (vi) that nothing in resolution (v) shall be construed as referring to the functions of the Chairman of the Board of Governors, as distinct from the functions which the holder of that office may discharge as a Pro-Chancellor;
- (vii) that the Chancellor and the Pro-Chancellors, other than the Pro-Chancellor referred to in resolution (iii) above, may resign from their office by giving written notice to this effect to the Clerk to the Board, and may be removed from office by the Board for what the Board may at its sole discretion deem to be good cause;
- (viii) that the tenure of office of the Pro-Chancellor referred to in resolution (iii) above shall relate directly to his or her tenure of office as Chairman of the Board, and shall in that respect be governed by the relevant provisions of the Articles;
- (ix) that the establishment of the office of Chancellor, and the appointment of one or more Pro-Chancellors, as detailed in the foregoing resolutions, shall in no way detract from the provisions of the Instrument and Articles of Government of the University governing the conduct of the institution.

TERMS OF REFERENCE AND MEMBERSHIP OF COMMITTEES OF THE BOARD OF GOVERNORS

AUDIT AND RISK COMMITTEE

Duties

The duties of the Committee shall be:

1. To advise the Board of Governors on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.
2. To discuss with the external auditors, before the audit begins, the nature and scope of the audit.
3. To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
4. To consider and advise the Board of Governors on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
5. To review the internal auditors' audit risk assessment and strategy; to consider major findings of internal audit reviews and management's response; and to promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Board of Governors as appropriate).
6. To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' management letter, the internal auditors' annual report, and management responses.
7. To monitor the implementation of agreed audit-based recommendations, from whatever source.
8. To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the Office for Students have been informed.

9. To oversee the institution's policy on fraud and irregularity, including being notified of any significant action taken under that policy.
10. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
11. To receive reports from internal audit, external audit and any other sources in connection with the management and quality assurance of data submitted to HESA, the Office for Students, the Student Loans Company and other bodies.
12. To receive any relevant reports from the National Audit Office, the Office for Students and other organisations.
13. To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the Board of Governors concerning their reappointment, where appropriate.
14. To consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the Office for Students' Accounts Directions.
15. In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

Membership

The Committee and its Chair shall be appointed by the Board of Governors, from among its own members, and must consist of members with no executive responsibility for the management of the institution. There shall be no fewer than four members, of whom at least three must be independent members; a quorum shall be at least two independent members. The Chair of the Board of Governors should not be a member of the Committee. Members should not have significant interests in the institution.

At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of the Finance and Resources Committee due to a possible conflict of interest, unless the Board of Governors determines that cross-representation involving one member is essential and that this is the subject of an explicit, recorded resolution, in accordance with paragraph 7 of the Audit Code of Practice in the Office for Students' terms and conditions of funding for higher education institutions. Such cross-representation is not an option for the Chair of either Committee or the Chair of the governing body.

Attendance at meetings

The Financial Director, the head of internal audit, and a representative of the external auditors shall normally attend meetings where business relevant to them is to be discussed. However, at least once a year the Committee should meet with the external and internal auditors without any officers present.

Frequency of meetings

Meetings shall normally be held at least three times each financial year. The external auditors or head of internal audit may request a meeting if they consider it necessary and the Chair may call additional meetings if he or she considers it necessary.

Authority

The Committee is authorised by the Board of Governors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Governors to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the designated officer and/or Chair of the Board of Governors. However, it may not incur direct expenditure in this respect in excess of £30,000, without the prior approval of the Board of Governors.

The Audit and Risk Committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the Board of Governors.

Reporting procedures

The minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Governors.

The Committee will prepare an annual report covering the institution's financial year and any significant events up to the date of preparing the report. The report will be addressed to the Board of Governors and designated officer, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the institution's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts)

- economy, efficiency and effectiveness (value for money)
- the management and quality assurance of data submitted to HESA, the Office for Students, the Student Loans Company and other bodies.

This opinion should be based on the information presented to the Committee. The Audit and Risk Committee Annual Report should normally be submitted to the Board of Governors before the members' responsibility statement in the annual financial statements is signed.

Clerking arrangements

The clerk to the Audit and Risk Committee will be the Clerk to the Board of Governors (or other appropriate independent individual).

PEOPLE FINANCE AND RESOURCES COMMITTEE

Purpose

To consider, to advise on or determine, as appropriate, the strategies and policies for the effective and efficient use of the University's people, financial and physical resources, and to be responsible to the Board of Governors for ensuring the solvency of the University and the safeguarding of its assets.

Strategies

1. To consider, to advise or determine, as appropriate, the University's strategies relating to people, finance, health and safety, estates, facilities, IT systems and environmental sustainability, ensuring alignment with the University's Strategy.

People

1. To make recommendations to the Board of Governors concerning the policies relating to organisational development and staff contribution and performance.
2. On behalf of the Board of Governors, to set a framework for the pay and conditions and pension arrangements of all staff (excluding the members of the University Executive Group whose remuneration is approved by the Remuneration Committee), taking into account any schemes of pay and conditions drawn up by relevant national bodies; regulatory requirements; and best practice.
3. To oversee the implementation and delivery of the University's people strategy.
4. To review the University's Remuneration Policy Principles, as appropriate.
5. To proactively inspire commitment, engagement and compliance with the University's legal obligations in relation to health and safety and equality, diversity and inclusion.

Financial

1. To consider and make recommendations to the Board of Governors regarding:
 - The annual Financial Statements of the University and its subsidiary companies.
 - The University's budgets and financial forecasts.
 - A framework within which fees and other charges payable to the University shall be set.
 - Joint venture arrangements that lead to the establishment of a separate (new) legal entity in which the University will play any role.
 - The Financial Regulations.

2. To ensure compliance with the Office for Students' financial requirements and obligations.
3. To approve the acceptance of gifts of money, land or other property where the value is between £1m and £5m or advise the Board where the value is in excess of £5m.
4. To determine policies regarding borrowing and similar pecuniary liabilities, reserves, deficits, investments, sale and purchase of assets.
5. To approve the appointment of bankers and external investment and cash fund managers.
6. To consider the Students' Union's Financial Statements.

Estates and IT and Infrastructure

1. To consider and make recommendations to the Board of Governors regarding:
 - Capital and IT expenditure where project costs exceed £5m.
 - The Estate Strategy, acquisitions, developments or disposals where project costs exceed £5m.
2. To approve all matters of the Estate Strategy, acquisition, development or disposal if the value is between £1m and £5m.
3. To approve capital and IT expenditure where project costs are between £1m and £5m.
4. To review the progress on a regular basis of all capital projects with a value in excess of £1m and undertake post-project reviews of all estates projects where expenditure is in excess of £5 million.
5. To ensure that the University's capital and IT project commitments are in line with the University's medium and long term financial plans.

Membership

As determined by the Board from time to time having regard to the provisions of Article 6.3.

At least one member of the Committee should also be a member of the Remuneration Committee.

Quorum

50% of the Committee membership, rounded up if necessary, of which two must be independent members.

NOMINATIONS AND GOVERNANCE COMMITTEE

Purpose

To be responsible to the Board of Governors for the oversight of corporate governance arrangements to ensure that the University is pursuing best practice, for identifying and recommending the appointment of new Governors to the Board and for recommending the appointment of Governors, co-opted members and Chairs to Committees.

Terms of Reference

1. To keep under review and advise the Board of Governors on the University's governance arrangements, ensuring adherence to regulatory requirements and best practice.
2. To develop processes for the Board's periodic review of its own effectiveness.
3. To advise the Board on the appointment of Chancellor.
4. To keep under review the membership and profile and diversity of the Board of Governors and undertake succession planning to ensure that vacancies on the Board are filled promptly by suitably qualified candidates.
5. To seek out possible candidates to join the Board and to recommend the appointment of new Governors to the Board and the reappointment of Governors whose specified terms of office are coming to an end.
6. To advise the Board on all matters relating to the process for the appointment of Governors.
7. To review the membership of the Board's Committees and to recommend to the Board the appointment of Governors and co-opted members to Committees and the appointment of Committee Chairs.
8. To oversee and monitor the implementation of Governor induction and training.

Membership

As determined by the Board from time to time having regard to the provisions of Article 6.3, subject to the Chair of the Board and the Vice-Chancellor being members ex officio.

Quorum

50% of the Committee membership, rounded up if necessary, of which two must be independent members.

REMUNERATION COMMITTEE

Purpose

The Board of Governors has delegated responsibility to the Remuneration Committee to agree the pay and conditions for the Vice-Chancellor, the Clerk to the Board of Governors, and other members of the University Executive Group, and to approve severance arrangements for those staff.

Duties

The duties of the Committee are as follows:

1. To have responsibility for setting the remuneration policy for the Vice-Chancellor, the Chief Operating Officer (whose role encompasses the Clerk to the Board), and other members of the University Executive Group, ensuring adherence to regulatory requirements and best practice. Remuneration shall include pay, pension and any other terms and conditions of employment.
2. To review the on-going appropriateness and relevance of the remuneration policy in relation to the Vice-Chancellor, the Chief Operating Officer and other members of the University Executive Group.
3. To approve the individual remuneration package of each member of the University Executive Group.
4. To approve the design of, and determine targets for, any performance related pay schemes for University Executive Group members, and approve the total annual payments under such schemes.
5. To ensure that severance terms on exit for any member of the University Executive Group comply with best practice, are fair to the individual, fair to the University, do not reward failure and fully recognise the duty to mitigate loss.
6. In respect of those duties laid out in these terms, pay particular attention to equality and diversity, making sure that reward policy and practice reflect the University's commitment to ensuring equal treatment.

Membership

1. The Committee shall comprise at least 3 independent Governors (one of whom shall be the Chair of the Board of Governors).
2. The Vice-Chancellor shall not be a member of the Committee.
3. At least one member of the Committee shall also be a member of the Finance and Resources Committee.

4. Appointments to the Committee are made by the Board, other than the Chair of the Board of Governors, who is a member ex officio.
5. The Board shall appoint a Committee Chair who shall be a senior Independent Governor on the Board. The Chair of the Board shall not be chair.

Attendance

No member of staff may be present at a meeting during discussion about their own remuneration.

Quorum

50% of the Committee membership, rounded up if necessary, of which the majority must be independent members.

Reporting

Provide sufficiently detailed reports to the Board, (not less than once per year) to provide the necessary assurance to other Governors, not involved in Remuneration Committee, that appropriate governance is being deployed.

ACADEMIC BOARD

Subject to the provisions of the Articles of Government, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor, the Academic Board is responsible:

1. For general issues relating to the research, scholarship, learning and teaching and courses at the institution, 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.
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.
3. For advising on such matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

Membership

1.	Vice-Chancellor (Chair)
2.	Ex Officio: <ul style="list-style-type: none">• Deputy Vice-Chancellor• Chief Operating Officer• Pro-Vice-Chancellor Education• Pro-Vice-Chancellor International• Pro-Vice-Chancellor Research and Knowledge Exchange• Faculty Pro-Vice-Chancellors
3.	One Head of Department from each Faculty, nominated by the Faculty Pro-Vice-Chancellor (term of office: 2 years)
4.	One Faculty Head of Education nominated by the Pro-Vice-Chancellor Education (term of office: 2 years)
5.	One Faculty Head of International nominated by the Pro-Vice-Chancellor International (term of office: 2 years)
6.	One Faculty Head of Research and Knowledge Exchange nominated by the Pro-Vice-Chancellor Research and Knowledge Exchange (term of office: 2 years)

7.	Three members of the Professoriate nominated by the Chair (term of office: 2 years)
8.	One elected member of staff from each Faculty (term of office: 2 years)
9.	The President of the Students' Union
10.	The Students' Union Education Officer

Operational Protocols

1. The focus of Academic Board business should be on academic enhancement. Routine monitoring of quality management should be undertaken by the academic administration and reported to Academic Board via its Committees.
2. Responsibility for the enactment, implementation and monitoring of operational procedures is delegated by the Academic Board to its Committees. The following responsibilities, however, are retained by the Board and not delegated:
 - Determination of academic strategy and strategic planning.
 - Approval of policy.
 - Approval of policy statements.
 - Approval of Institutional Codes of Practice.
 - Approval of regulations.
 - Approval of documents prepared for external governance, e.g Office for Students (OfS).
 - Approval of substantial revisions to any of the above.
 - Approval of changes to terms of reference and composition of the Board's committees (including Assessment Boards).
3. The Academic Registrar is the Secretary to the Academic Board and administrative support for Academic Board is provided by the Governance and Secretariat Team.
4. In order to reinforce the link between Academic Board Committees, executive responsibilities and strategic direction, all Academic Board Committees should be chaired by the relevant members of the University Executive Group in their Pro Vice-Chancellor roles.

Quorum

The quorum for Academic Board meetings is 50% of the total membership.