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University of Wolverhampton

Articles of Government

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UNIVERSITY OF WOLVERHAMPTON

ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, The University of Wolverhampton, Higher Education Corporation makes the following Articles of Government in accordance with which The University of Wolverhampton shall be conducted:

1. INTERPRETATION

- 1.1 In these Articles, unless the context otherwise requires, words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government dated 30 November 2022.

2. CONDUCT OF THE UNIVERSITY

- 2.1 The University shall be conducted in accordance with the provisions of the Education Reform Act 1988 (as amended), the Higher Education and Research Act 2017, the Instrument of Government, these Articles, and any Regulations made under these Articles.

3. POWERS OF THE UNIVERSITY

- 3.1 The University shall, without limitation, have the power to do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of any of its Principal Powers (as set out in the Instrument of Government). In particular, the University has the power, so far as permitted by the applicable charity law, to:
- 3.1.1 award degrees and other academic awards (pursuant to an order granted under Section 76 of the Further and Higher Education Act 1992) and to withdraw such awards;
 - 3.1.2 acquire own, lease, maintain, manage, and dispose of land and other property and assets of the University;
 - 3.1.3 solicit, receive, and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;
 - 3.1.4 borrow or raise funds and in connection with the borrowing or raising of such funds to give security, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;
 - 3.1.5 invest;
 - 3.1.6 solicit, receive, and administer fees, charges, grants, subscriptions, donations, endowments, legacies, gifts, and loans of any property

whatsoever whether land or personal property and any other sources of income;

- 3.1.7 act as trustee or manager for and in relation to endowments, legacies and gifts;
- 3.1.8 give guarantees;
- 3.1.9 co-operate, collaborate, or enter into any arrangement with other institutions and individuals, award joint degrees or other awards, and affiliate or incorporate into the University any other body or organisation and take over its property, rights, liabilities, and staff or merge;
- 3.1.10 engage with the public, private and third sector to advance education, training or retraining and to promote research;
- 3.1.11 establish, acquire or wind-up subsidiary undertakings or joint venture companies;
- 3.1.12 establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in the Objects;
- 3.1.13 employ and remunerate such staff as are necessary for carrying out the work of the University;
- 3.1.14 make and publish regulations and procedures for the governance and conduct of the University and its students, and to alter, amend, vary, add to, or rescind any such regulations and procedures as from time to time may be deemed expedient; and
- 3.1.15 provide indemnity insurance for the members of the Board of Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

4. RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR, SECRETARY, ACADEMIC BOARD AND CHANCELLOR

The Board of Governors

- 4.1 The Board of Governors (the members of which are the charity trustees of the University) shall be responsible for:
 - 4.1.1 the determination of the educational character and mission of the University and for oversight of all of its activities;
 - 4.1.2 the financial sustainability and viability of the University including approving the annual budget and financial forecast and the annual statement of income and expenditure;
 - 4.1.3 upholding the Regulator's public interest in governance principles and complying with its conditions of registration and any other requirements of

the Regulator and its other regulators; and

- 4.1.4 the appointment, appraisal, suspension, dismissal and for determining the remuneration of, and terms and conditions of service of the Vice Chancellor, and of the Secretary.

The Vice Chancellor

- 4.2 Subject to the responsibilities of the Board of Governors, the Vice Chancellor shall be the Chief Executive of the University, the Chair of the Academic Board, and the Accountable Officer to the Regulator.

The Secretary

- 4.3 The Board of Governors shall appoint or engage a Secretary of the University upon such terms as the Board of Governors think fit. The Secretary shall act as the Clerk to the Board of Governors and shall be wholly accountable to the Board of Governors.

The Academic Board

- 4.4 There shall be an Academic Board of the University which shall, subject to the control and approval of the Board of Governors, oversee the teaching and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of students.

- 4.4.1 The Board of Governors shall receive and test assurance from the Academic Board that academic governance including the standard of the University awards, the student academic experience and student outcomes are adequate and effective. The Academic Board shall provide to the Board of Governors such academic assurance as it may require from time to time.

4.4.2 The membership and powers of the Academic Board shall be prescribed in Regulations.

The Chancellor

- 4.5 The Board of Governors shall appoint a Chancellor of the University who shall be the ceremonial head of the University and with such responsibilities as may be prescribed by the Board of Governors in Regulations.
- 4.6 The Board of Governors may also appoint one or more Pro-Chancellors, with such responsibilities as it may prescribe in Regulations.

5. DELEGATION

- 5.1 The Board of Governors may delegate any of its powers, functions or duties to any person, committee, or body. Any committee or body established by the Board of Governors may include persons who are not members of the Board of Governors.

- 5.2 The Board of Governors shall not delegate its powers, functions, or duties in respect of the following matters:
- 5.2.1 Determination of the educational character and objectives of the University.
 - 5.2.2 The approval of the University's financial forecasts, annual budget and the annual statement of income and expenditure
 - 5.2.3 Ensuring the solvency of the University and ensuring the safeguarding of its assets, this shall include the recommendation of the annual accounts.
 - 5.2.4 The authorisation of expenditure as prescribed by the Scheme of Delegation.
 - 5.2.5 The authorisation of the disposal of any asset of the University including by way of lease as prescribed by the Scheme of Delegation.
 - 5.2.6 The authorisation of contracts and the related expenditure as prescribed by the Scheme of Delegation.
 - 5.2.7 Approve the acceptance of gifts of money, land, or other property as prescribed by the Scheme of Delegation.
 - 5.2.8 The approval of the University's Strategic Plan.
 - 5.2.9 The termination of any person as a Governor.
 - 5.2.10 Making, amending, or revoking of these Articles and/or the Instrument of Government.
 - 5.2.11 Making, amending, or revoking of any Byelaw with regards to the government and conduct of the University.
 - 5.2.12 Making, amending, or revoking of any Regulations other than Academic Board Regulations.
 - 5.2.13 Making, amending, or revoking of any Terms of Reference of the Board Committees.
 - 5.2.14 Appointment of Internal and External Auditors, University Banks or other financial institutions, University Investment Advisors and University Pension Scheme Advisors.
 - 5.2.15 Policy for pay and general conditions of employment for all members of staff.
 - 5.2.16 Appointment, suspension and dismissal of the Vice Chancellor and any right of appeal.
 - 5.2.17 Appointment, suspension and dismissal of the Secretary and any right of appeal.

5.2.18 Appointment and removal of the Chancellor.

5.2.19 Appointment and removal of the Pro-Chancellors.

5.2.20 Hear the right of appeal in the case of suspension, discipline and dismissal of the Executive Leadership Team and Senior Staff, as defined in the Regulations.

5.2.21 Making, amending, or revoking any delegation.

5.2.22 Any act or thing which under or by virtue of any provisions of the 1988 Act is required to be carried out by the Board.

5.3 In relation to matters pertaining to the employment of Vice Chancellor, the Secretary and Senior Staff of the University, the reserved powers may only be exercised by Independent Governors and not by the Academic or Professional Services Governors.

6. PROCEDURES FOR MEETINGS

6.1 The quorum for meetings of the Board of Governors shall be eight members, of whom five shall be independent members.

6.2 Members of the Board of Governors shall declare any conflicts of interest.

6.3 The Board of Governors shall make Regulations for the appointment of officers who shall include a Chair and Deputy Chair(s) and Senior Independent Governor, to be appointed from among the independent members, and for the appointment of members.

6.4 The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment, or qualification of any member.

6.5 A meeting of the Board of Governors may be held either in person or by any suitable electronic means agreed by the Governors in which all participants in the meeting may communicate with all the other participants. If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

6.6 Questions arising at a meeting of the Board of Governors shall be decided by a majority of votes, with the exception of the following matters, which require the agreement of at least (75%) of the members of the Board of Governors in attendance at such meeting:

6.6.1 any amendment to the Instrument of Government or these Articles;

6.6.2 any matter contained within Article 5.2.

- 6.7 In the case of an equality of votes, the Chair of the meeting will have a casting vote.
- 6.8 A resolution in writing or in electronic form agreed by all members of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, provided that the proposed resolution is sent to every member of the Board of Governors and a simple majority (or such higher proportion as prescribed in the Regulations) of the members signify their agreement to the proposed resolution within the timeframe as specified within the communication.
- 6.9 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting of the Board.
- 6.10 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.
- 6.11 Procedures for meetings of the committees of the Board of Governors and Academic Board and procedures in relation to the appointment of members of the Board of Governors shall be set out in the Regulations.

7. STAFF AND STUDENTS

- 7.1 The University may appoint such Staff as may be required to fulfil the functions of the University.
- 7.2 The Board of Governors shall oversee:
- (a) procedures for the discipline, dismissal, suspension, and hearing of grievances of Staff including the Vice Chancellor and the Secretary;
 - (b) procedures for the admission, suspension, and expulsion of Students, and for dealing with student complaints and academic appeals.
- 7.3 The Board of Governors shall have regard to the need to ensure that academic staff of the University shall have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

8. SUSPENSION AND DISMISSAL OF STAFF

- 8.1 The Chair, or in their absence the Deputy Chair(s), may suspend from duty, with pay, the Vice Chancellor or Secretary, for misconduct or other good and urgent cause. The Chair, or Deputy Chair(s), shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- 8.2 The Vice Chancellor, or such other member of staff to whom the Vice Chancellor has delegated their authority in this matter acting on their behalf, may suspend from duty, with pay, any member of staff of the University, other than the Secretary, for misconduct or other good and urgent cause.

- 8.3 Anyone who is suspended from duty under Articles 8(1) or 8(2) shall be entitled to receive from the Vice Chancellor, or in the case of the Vice Chancellor or Secretary, from the Chair or Deputy Chair(s), written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 8.4 Procedures for the suspension of staff under Articles 8(1) or 8(2) shall be specified in an appropriate policy and procedure approved by the Board of Governors after consultation with the staff.

Dismissal of the Vice Chancellor or Secretary

- 8.5 If the Chair, or in their absence, the Deputy Chair(s), or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board to dismiss the Vice Chancellor or the Secretary, the Chair, Deputy Chair or Board of Governors, as appropriate, shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as possible to examine the facts, otherwise investigate the grounds for dismissal, and make a report to the Board of Governors.
- 8.6 The Vice Chancellor or Secretary shall have the right to make representations to the committee, including oral representations, for which purpose they may be accompanied and represented by a colleague.
- 8.7 The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case, and any consideration which the committee considers should be taken into account in the Board of Governor's consideration of the matter. The report should contain recommendations as to the decisions to be taken by the Board of Governors.
- 8.8 The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include dismissal of the Vice Chancellor or Secretary. The Vice Chancellor or Secretary shall have the right to make representations to the Board of Governors, including oral representations, for which purpose they may be accompanied and represented by a colleague.
- 8.9 The Special Committee shall consist of three members of the Board of Governors. The Chair and the Deputy Chair(s), Academic, Professional Services and Student members of the Board of Governors shall not be eligible for membership of the Special Committee.
- 8.10 The Board of Governors shall make rules specifying the procedure for the conduct of the Special Committee and other aspects of the procedure set out in Articles 8(5) to 8(9). Those rules shall be contained within the Board Regulations.

Dismissal of Staff

- 8.11 The Vice Chancellor, or such other member of staff to whom the Vice Chancellor has delegated their authority in this matter acting on their behalf, may dismiss any member of staff of the University other than the Secretary.

STUDENTS' UNION

8.12 There shall be a Students' Union of the University and the University shall take steps to ensure that the Students' Union:

8.12.1 acts fairly and democratically; and

8.12.2 is accountable for its finances.

9. FREEDOM OF SPEECH

9.1 The University shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers, and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

9.2 The University shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the University with respect to meetings and other activities held on the premises of the University and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

10. FINANCIAL MATTERS

10.1 The Board of Governors shall:

10.1.1 keep accounts and records in accordance with any applicable financial accounting frameworks and any requirements of the Regulator; and

10.1.2 appoint an auditor or auditors who shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.

11. REGULATIONS

11.1 The Board of Governors shall have power to make Regulations concerning such matters with regard to the government and conduct of the Board of Governors and the University as it shall think fit. Such Regulations shall be subject to the provisions of these Articles. No Regulation shall have effect if it is inconsistent with these Articles.

11.2 The Board shall not make or amend any Regulations under Articles 3.1.14 or 11.1 or any other Regulations which, in the opinion of the Board, relate to the role, functions or any delegated powers of the Academic Board unless the Academic Board has been given the opportunity to consider and report on a draft therefore and until any report made by it has been considered by the Board.

12. AMENDMENT, REPLACEMENT OR REVOCATION OF ARTICLES

12.1 These Articles may be amended, replaced, or revoked by the Board of Governors in

accordance with Article 6.6 provided that the changes would not result in the University ceasing to be a charity.

13. DATE OF ARTICLES

13.1 These Articles shall come into operation on 30 November 2022.

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