

## **ARTICLES OF GOVERNMENT**

(Adopted by Resolution of the Governing Council on 28 March 2007)

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

### **1. INTERPRETATION**

- 1.1 In these Articles, words and expressions shall have the meanings attributed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 16th February 1993 and as follows:

"the Governing Council " means the members of the Corporation.

"the Corporation" means The University of Northampton Higher Education Corporation.

"the University" means The University of Northampton which the Corporation has been established to conduct.

"the Secretary of State" means the Secretary of State for Education and Skills.

"the Vice Chancellor" means the Vice Chancellor of The University of Northampton and is the person referred to in the Education Reform Act 1988 as the Principal of the institution.

"Holder of Senior Posts" means the Vice Chancellor, the Clerk to the Governing Council, and holders of such senior posts as the Governing Council determine.

"the staff" includes both teaching and other staff of the University.

"staff Governor" means a member of the Governing Council on the nomination of the Senate or as a co-opted staff nominee.

"student Governor" means a member of the Corporation appointed as a student nominee or a co-opted student nominee.

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

- 1.2 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

## 2. CONDUCT OF THE UNIVERSITY

2.1 The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, and any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

## 3. RESPONSIBILITIES OF THE GOVERNING COUNCIL, VICE CHANCELLOR AND SENATE

### The Governing Council

3.1 The Governing Council shall be responsible for: -

- 3.1.1 the determination of the educational character and mission of the University and for oversight of its activities;
- 3.1.2 the effective and efficient use of resources, the solvency of the University and the Corporation and the safeguarding of their assets;
- 3.1.3 approving annual estimates of income and expenditure;
- 3.1.4 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Holders of Senior Posts;
- 3.1.5 setting the framework for the pay and conditions of other staff;
- 3.1.6 the assignment and appraisal of the posts of Vice Chancellor, and Clerk to the Governing Council.

### The Vice Chancellor

3.2 Subject to the responsibilities of the Governing Council, the Vice Chancellor shall be the Chief Executive of the University, and shall be responsible for:

- 3.2.1 making proposals to the Governing Council about the educational character and mission of the University, and for implementing the decisions of the Governing Council;
- 3.2.2 the organisation, direction and management of the University and leadership of the staff;

- 3.2.3 the appointment, assignment, grading, appraisal, suspension, dismissal and determination within the framework set by the Governing Council of the pay and conditions of service of staff other than the Holders of Senior Posts;
- 3.2.4 the determination, after consultation with the Senate, of the University's academic activities and for the determination of its other activities;
- 3.2.5 the assignment and appraisal of senior posts determined by the Council under Article 3.1.4 except for the posts of Vice Chancellor, and Clerk to the Governing Council;
- 3.2.6 preparing annual estimates of income and expenditure for consideration by the Governing Council and for the management of budget and resources, within the estimates approved by the Governing Council;
- 3.2.7 the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

#### The Senate

- 3.3 Subject to the provisions of these Articles, to the overall responsibility of the Governing Council and to the responsibilities of the Vice Chancellor, the Senate (see Article 4) shall be responsible: -
  - 3.3.1 subject to the requirements of validating and accrediting bodies, for: general issues relating to the research, scholarship, 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;
  - 3.3.2 for considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice Chancellor and the Governing Council on those issues;

3.3.3 for advising on such other matters as the Governing Council or the Vice Chancellor may refer to the Senate.

3.4 The Senate may establish such committees as it considers necessary for enabling it to carry out its responsibilities provided that each establishment is first approved by the Vice Chancellor and Governing Council. 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 Senate.

3.5 The quorum for meetings of a committee of the Senate shall be such number of members as the Senate may prescribe in constituting the Committee or if no number is prescribed at least one-third of the whole number of members of the Committee provided that in no case shall a quorum be less than three members.

#### 4. SENATE

4.1 There shall be a Senate of no more than thirty members, comprising the Vice Chancellor (who shall be Chairman) and such other members of staff and students as may from time to time be approved by the Governing Council. The Vice Chancellor may nominate a Deputy Chairman from among the members of the Senate to take the chair in his or her place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Governing Council.

4.2 The Senate shall comprise:

4.2.1 The Vice Chancellor

4.2.2 The Pro Vice Chancellors

4.2.3 Not fewer than nine but not more than fourteen holders of such posts of Head of School, Head of other academic or related department or their equivalent, as may from time to time be specified by the Governing Council.

4.2.4 Not less than eight but not more than twelve members of the teaching staff being persons nominated by the teaching staff in such manner as may be specified by the Governing Council from time to time.

4.2.5 The person who is for the time being the President of the Students' Union.

- 4.3 At no time shall the total membership under sub-section 4.2.1 – 4.2.3 above constitute less than 50% of the total membership of the Senate.
- 4.4 The quorum for meetings of the Senate shall be one half of the total number of its members and at least half of such quorum shall consist of persons under sub-sections 4.2.1 - 4.2.3 above.
- 4.5 The Chairman or, in her/his absence, the person presiding at a meeting, shall have a second or casting vote in the event of an equality of votes.

## 5. DELEGATION OF FUNCTIONS AND COMMITTEES

- 5.1 Subject to the following provisions of this Article, the Governing Council may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice Chancellor or to the Senate and may delegate powers to such committees or to the Chairman of the Governing Council or to the Vice Chancellor.
- 5.2 The Governing Council shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Council may remit to them. The Council shall also establish an Audit Committee in accordance with guidance issued by the Higher Education Funding Committee for England to determine or advise on such matters relating to audit as the Council may remit to it. The members of the committee or committees shall be drawn from the Governing Council and in the case of the Audit Committee shall have external members.
- 5.3 The Governing Council shall not, however, delegate the following:
  - 5.3.1 the determination of the educational character and mission of the University;
  - 5.3.2 the approval of the annual estimates of income and expenditure;
  - 5.3.3 ensuring the solvency of the University and the Corporation and the safeguarding of its assets;
  - 5.3.4 the appointment or dismissal of the Vice Chancellor;
  - 5.3.5 the varying or revoking of these Articles of Government.

## 6. APPOINTMENT OF CLERK TO THE GOVERNING COUNCIL

- 6.1 The Governing Council shall appoint a Clerk to act as Secretary to the Council and, if the person appointed is legally qualified, to act as solicitor to the Council.

## 7. CHAIRMAN AND DEPUTY CHAIRMAN

- 7.1 The Governing Council shall in each academic year at its first meeting and as the first item of business in that year elect from among its members other than a member who is employed at the University or a student at the University, a Chairman of the Governing Council for the ensuing year.
- 7.2 The Council shall in each academic year at its first meeting in that year and as the second item of business elect from among its members other than a member who is employed at the University or a student at the University, a Deputy Chairman for the ensuing year.
- 7.3 In the absence of the Chairman his or her place and powers fall to the Deputy Chairman.
- 7.4 In the event of a casual vacancy occurring in the office of Chairman or Deputy Chairman the Council shall, unless it has no further meeting before that referred to in Article 7.1 or 7.2, elect one of its number other than a member who is employed at the University or a student at the University to fill that vacancy.
- 7.5 The Chairman and Deputy Chairman shall hold office until their successors are elected in accordance with the provision of Article 7.1 and 7.2 but without prejudice to their re-election PROVIDED that such Chairman or Deputy Chairman shall cease to hold office if:
- 7.5.1 he or she resigns the office by written notice given to the Clerk to the Governing Council;
  - 7.5.2 he or she ceases to be a member of the Corporation;
  - 7.5.3 in the case of the Deputy Chairman he or she is elected in pursuance of Article 7.4 to fill a casual vacancy in the office of Chairman.

## 8. QUORUM AND PROCEDURES FOR MEETINGS AND APPOINTMENTS

- 8.1 The quorum for meetings of the Council and the procedures and other provisions regulating meetings of the Council and of its committees and the appointment of members of the Corporation shall be in accordance with the Schedule to these Articles.
- 8.2 Any question whether any person who is not a member of the Corporation, or Clerk to the Governing Council, or Finance Officer to the Governing Council should be allowed to attend a meeting of the Governing Council shall be determined by the Council.

9. PROVISIONS WHERE INDEPENDENT MEMBERS ARE THE APPOINTING AUTHORITY IN RESPECT OF MEMBERSHIP OF THE CORPORATION

- 9.1 Where the current independent members of the Corporation are the appointing authority for the appointment of members of the Corporation at any time after the appointment of the first members by the Secretary of State, the following provisions of this Article shall apply.
- 9.2 The current independent members of the Corporation at the time an appointment falls to be made shall be a Committee for the purposes of making the appointment and shall be known as the Independent Members Appointments Committee.
- 9.3 The Chairman of the Council if an independent member shall be Chairman of the Committee; if the post of Chairman is vacant, the Deputy Chairman of the Council if an independent member shall be the Chairman.
- 9.4 In the event of neither the Chairman of the Committee nor the Deputy Chairman being present at a meeting of the Committee, the members present shall choose one of their number to take the Chair.
- 9.5 The quorum for meetings of the Independent Members Appointments Committee shall be five. A meeting of the Committee shall be convened by notice signed by the Clerk to the Council given to the independent members constituting the Committee at least seven days before the date of the meeting. Notice of a meeting of the Committee shall be deemed to have been duly served if sent to the member concerned either by post or by hand to his usual address or to such other address as he may notify in writing to the Clerk of the Council for such service.
- 9.6 All questions coming before a meeting of the Committee shall be determined by a majority of the members present and voting shall be by show of hands except for the appointment of a person over the age of seventy to membership of the Council when an absolute majority of all the members of the Committee (whether or not taking part in the vote) shall be required.
- 9.7 Where the approval of the current independent members of the Corporation is required to the appointment of an independent member of the Corporation by the Corporation that approval may be signified by a simple majority of the current independent members voting in relation to the appointment, except that for the appointment of an independent member over the age of seventy an absolute majority of the current independent members (whether taking part in the vote or not) shall be required.

10. APPOINTMENT AND PROMOTION OF STAFF

10.1 Each member of staff shall serve under a contract of employment with the Corporation.

10.2 Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor, the post shall be advertised nationally.

11. CONDUCT OF STAFF

11.1 After consultation with the staff, the Governing Council shall make rules relating to the conduct of the staff.

12. ACADEMIC FREEDOM

12.1 In making rules under Article 11.1 the Governing Council shall have regard to the need to ensure that academic staff of the University have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the University.

13. SUSPENSION AND DISMISSAL OF STAFF

Suspension

13.1 The Chairman of the Governing Council or, in the absence of the Chairman, the Deputy Chairman may suspend from duty, with pay, the Holder of a Senior Post for misconduct or other good and urgent cause. The Chairman, or Deputy Chairman, shall report such suspension in writing to the Governing Council within two working days or as soon thereafter as practicable.

13.2 The Vice Chancellor may suspend from duty, with pay, any member of staff of the University, other than the Holder of a Senior Post for misconduct or other good and urgent cause.

13.3 Procedures for the suspension of staff under Articles 13.1 or 13.2 shall be specified in rules made by the Governing Council after consultation with the staff.

Dismissal

*Holders of Senior Posts*

13.4 If the Chairman of the Governing Council or, in his absence, the Deputy Chairman, or a majority of the members of the Governing Council consider that it may be appropriate for the Council to dismiss the Holder of a Senior Post, the Chairman, Deputy Chairman or Governing Council as appropriate shall refer the matter to a Special Committee of the Council which shall be



convened as soon as possible to examine the facts, investigate the grounds for dismissal and to make a report to the Governing Council.

- 13.5 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he may be accompanied and represented by a friend.
- 13.6 The Special Committee shall prepare a written report for consideration by the Governing Council, 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 Committee considers should be taken into account in the Council's consideration of the matter. The report shall not contain recommendations as to the decision to be taken by the Council.
- 13.7 The Governing Council shall consider the report of the Special Committee and shall 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 Governing Council, including oral representations, for which purpose he or she may be accompanied and represented by a friend.
- 13.8 The Special Committee shall consist of five members of the Council. The Chairman of the Council, the Deputy Chairman and the Vice Chancellor shall not be eligible for membership of the Special Committee.
- 13.9 The Governing Council shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 13.5 to 13.9.

#### *Other Members of Staff*

- 13.10 The Vice Chancellor may dismiss any member of staff of the University other than the holder of a Senior Post according to procedures which the Governing Council will approve after consultation with the staff.
- 13.11 The procedures for dismissal may allow for the Vice Chancellor to delegate the authority to suspend and dismiss members of staff other than the Holders of a Senior Post.
- 13.12 The Governing Council shall make rules to ensure that appropriate arrangements for the hearing of appeals against suspension and dismissal are put in place.

#### 14. GRIEVANCE PROCEDURES

14.1 After consultation with staff, the Governing Council shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

#### 15. STUDENTS

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

15.2 The Governing Council, after consultation with the Senate and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.

15.3 In exercise of their responsibilities under Article 3.3.1, the Senate, after consultation with the Governing Council and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

15.4 The Governing Council, after consultation with the Senate and representatives of the students, shall determine procedures for students to raise matters of proper concern to them at all levels in the University. The rules shall require such procedures to be followed to that end.

#### 16. FINANCIAL MATTERS

##### Fees

16.1 The Governing Council shall determine the policy in respect of tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Funding Council).

##### Accounts and Estimates

16.2 The Governing Council shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.

16.3 Annual estimates of income and expenditure shall be prepared by the Vice Chancellor for the consideration and approval of the Governing Council.

## Audit

- 16.4 External auditors shall be appointed and other audit work conducted in accordance with any requirements of the HEFCE.

## Control of use of University Premises

- 16.5 The Governing Council, after consultation with the Vice Chancellor, shall determine the policy in respect of the use to be made of the University premises or any part of them by organisations not connected with the University and the scale of charges and general regulations for such use.

## 17. CONSULTATIVE ARRANGEMENTS

- 17.1 The Governing Council may, if it thinks fit, establish arrangements for consultation with industry, commerce, the professions and the arts and may for this purpose establish advisory bodies representative of these interests.

## 18. RULES AND BYE-LAWS

- 18.1 The Governing Council 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 of Government.

## 19. COPIES OF ARTICLES, RULES AND BYE-LAWS

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

## 20. AMENDMENT OF ARTICLES

- 20.1 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 Education Reform Act 1988.