



STAFFORDSHIRE  
UNIVERSITY

# Instrument and Articles of Government

# Instrument of Government

**At the Council Chamber, Whitehall  
The 5th day of March 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 Staffordshire 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 Staffordshire 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 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 Staffordshire University higher education corporation;

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

'the University' means Staffordshire University conducted by the Corporation;

'the Principal' means the Director of Staffordshire University;

'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 Principal, 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 authority,
- is 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 officially held by him or her in the student union at the University.
- (7) 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 their membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors are 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(l) above takes effect.
- (2) The Board of Governors are 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 falls to be made in consequence of a

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 so made, 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 sub-paragraph 5(3)(a), (4)(b)(i) and 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 or date of resignation specified therein whichever shall be the later.
  
- 3) If at any time the Board of Governors are 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 member. 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, or 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 full-time 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 their members a chair and any other officers, which the Board 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 Chair of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors.

- (2) The Corporation Seal shall be held under secure arrangements by the Clerk.

## **11. Copies of Instruction of Government**

- (1) Copies of the Instrument of Government shall be provided to each member of the Board of Governors.

# Articles of Government

In exercise of the powers conferred upon it by Section 125 of the Education Reform Act 1988, the Staffordshire University higher education corporation makes the following Articles of Government in accordance with which the Staffordshire University shall be conducted:

## 1. Interpretation

- (1) In these Articles words and expressions shall have the meanings ascribed them in paragraph 1 of the Instrument of Government made by the Privy Council on the 5th day of March 1993; and

‘the holders of senior posts’ means the Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine and ‘holder of a senior post’ shall be construed accordingly;

‘the staff’ includes both teaching and other staff of the University;

‘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;

‘a 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.

## 2. Conduct of University

- (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

provisions of the instrument, these Articles and any rules or bye-laws made under these Articles.

### **3. Responsibilities of Board of Governors, Principal and Academic Board**

#### The Board of Governors

- (1) The Board of Governors shall be responsible for:
  - (a) the determination of the educational character and mission of the University and for oversight of its activities;
  - (b) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
  - (c) approving annual estimates of income expenditure;
  - (d) the appointment, grading, assignment, appraisal, suspension, dismissal and determination of the pay and conditions of service of holders of senior posts; and
  - (e) setting a framework for the pay and conditions of service of all other staff.

#### The Principal

- (2) Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the University and shall be responsible for:
  - (a) 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;

- (b) the organisation, direction and management of the University and leadership of the staff;
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal and determination – within the framework set by the Board of Governors – of the pay and conditions of service of staff other than the holders of senior posts;
- (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of the its other activities;
- (e) preparing annual estimates of the 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; and
- (f) 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 Academic Board

- 3) Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Academic Board shall be responsible for:
  - (a) 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. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;

- (b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
- (c) advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board.

- (4) The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Principal and 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.

#### **4. Academic Board**

- (1) There shall be an Academic Board of no more than 36 members, comprising the Principal (who shall be Chair) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Principal may nominate a Deputy Chair from among the members of the Academic Board to take the chair in his or her place. The period of appointment shall be subject to the approval of the Board of Governors.
- (2) In addition to the Principal, at least half the total membership of the Academic Board should comprise members of the Executive, Deans of Schools and Directors of Services. The remaining members shall include other members of staff, students and may include co-opted members.

## **5. Delegation of Functions and Committees**

- (1) Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Academic Board, and may delegate powers to such committees or to the Chair of the Board of Governors or to the Principal. Such committees may include persons who are not members of the Board of Governors.
- (2) The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student governors.
- (3) 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;
  - ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
  - the appointment or dismissal of the Principal; or
  - the varying or revoking of these Articles.

## **6. Appointment of Clerk to the Board of Governors**

- (1) The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

## 7. Procedures for Meetings

- (1) The quorum for meetings of the Board of Governors shall be 6 members of whom 4 shall be independent members. If a meeting is quorate, but less than half the members 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.
- (2) Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- (3)
  - (a) The Board of Governors shall elect a Chair and Deputy Chair from among their number and shall determine the period of office.
  - (b) A member of the Board of Governors who is employed at the University, or a student thereof is not eligible for appointment as Chair or Deputy Chair or to Chair a meeting.
  - (c) If the Chair is absent from any meeting the Deputy Chair shall preside. If both are absent from any meeting the members present shall choose one of their number to preside at the meeting.
- (4) All meetings of the Board of Governors and its committees shall be summoned by the Clerk or his or her representative.
- (5) The Board of Governors shall hold at least three ordinary meetings each year. A special meeting shall be held on a written request to the Clerk by the Chair or any five members of the Board, giving details of the matter for consideration. No business shall be transacted at a special meeting except that which is contained in the notice summoning the meeting.



At least five working days notice of an ordinary meeting of the Board of Governors and at least four working days notice of a special meeting shall be given, specifying the business to be transacted and enclosing all relevant papers. Notices shall be left at or sent to the usual place of residence of each member of the Board.

- (6) The proceedings of the Board of Governors or any Committee of the Board of Governors shall not be affected by any vacancy in their number or by any defect in the election, appointment or qualification of any member.
- (7)
  - (a) Any staff or student member of the Board of Governors may take part in that part of any meeting of the Board of Governors or its Committees where a named member of staff or student, or prospective member of staff is under discussion unless excluded from that part of such a meeting by resolution of the other members of the Board of Governors present at the meeting.
  - (b) The Principal may take part in that part of any meeting of the Board of Governors or its Committees where his or her own position is under discussion, unless excluded from that part of such a meeting by resolution of the other members of the Board of Governors present at the meeting.
- (8) The Board of Governors shall, at any meeting, determine if any matter under consideration should be regarded as confidential.
- (9) Every matter needing to be determined at a meeting of the Board of Governors shall be determined by a majority of the votes of the Governors present and voting expressed by a show of hands unless it is resolved before the question is put that a poll be held to determine the issue. Members may not appoint proxies.

Where there is an equal division of votes the Chair shall have a second or casting vote.

- (10) Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if at least seven days' notice of the proposal to rescind or vary the same has been given to all members of the Board of Governors.
- (11) Minutes shall be kept of the proceedings of all meetings of the Board of Governors and Committees thereof by the Clerk and shall be signed at the same or next ordinary meeting of the Board of Governors, or the Committee, as the case may be, by the person presiding thereat, and shall then be conclusive evidence of the matters stated therein.
- (12) If any Governor has a pecuniary, family or other personal interest in any contract, proposed contract or other matter and is present at a meeting at which such a matter is discussed, the Governor shall inform the Chair in advance or as soon as practicable after commencement of the meeting disclose the fact and shall be required to withdraw from the meeting for consideration of that item.
- (13) The following papers of the Board of Governors and its Committees shall be made available to staff and students of the University, except where material relates to named members of staff or students or prospective members of staff or students or to matters where the Board of Governors or any Committee thereof, as appointed, are satisfied should be dealt with on a confidential basis:
- agenda
  - draft minutes approved by the Chair of the meeting
  - signed minutes
  - reports or papers considered at meetings.
- (14) Committees shall be conducted on the same basis as the Board of Governors as detailed in Article 7. The quorum for Committees of the Board of Governors shall be pro rata to the quorum for meetings of

the Board of Governors in terms of the total number and the proportion of independent members.

- (15) All appointments of non-independent members of the Corporation, and independent members in accordance with Instruments 5(4)(b)(i) and 5(5)(a) shall be made at ordinary meetings of the Board of Governors. The procedures for meetings and quorum will, therefore, be in accordance with these Articles and members may not appoint proxies.
- (16) Where appointments of independent members of the Corporation are made in accordance with Instruments 5(4)(b)(ii) and 5(5)(b) the independent members of the Corporation shall form a committee for his purpose. The procedures for meetings of the committee will be in accordance with these Articles in relation to ordinary meetings of the Board of Governors. The quorum of the committee will be three members and members may not appoint proxies.

## **8. Appointment and Promotion of Staff**

- (1) Each member of staff shall serve under a contract of employment with the Corporation.
- (2) Upon the occurrence of a vacancy or expected vacancy for the post of Principal, the post shall be advertised nationally.

## **9. Conduct of Staff**

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

### **Academic Freedom**

- (2) In making rules under Article 9(1), the Board of Governors shall have regard to the need to ensure that academic 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 or losing their jobs or any privileges they may have at the University.

## 10. Suspension and Dismissal of Staff

### Suspension

- (1) The Chair of the Board of Governors or, in the absence of the chair the Deputy Chair, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chair or Deputy Chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- (2) The Principal or another holder of a senior post acting with delegated power, may suspend from duty, with pay, any member of the staff of the University, other than the holder of a senior post for misconduct or other good and urgent cause.
- (3) Anyone who is suspended from duty under Articles 10(1) or 10(2) shall be entitled to receive from the Principal or the holder of a senior post, or in the case of the suspension of holders of senior posts from the Chair or Deputy Chair of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- (4) Procedures for the suspension of staff under Articles 10(1) or 10(2) 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 10(5) or of a notification from the Principal or holder of a senior post under Article 10(12):

- (b) any appeal made under 10(4)(a) shall be considered as soon as practicable; and
- (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 including the Principal and the Clerk.
- (5) If the Chair of the Board of Governors, or in his or her absence the Deputy Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board to dismiss the holder of a senior post, the Chair, Deputy Chair or the 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 ground for dismissal and make a report to the Board of Governors.
- (6) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.
- (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 considerations which the Committee considers should be taken into account in the Board of Governors' consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board.

- (8) The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors, including oral representations for which purpose he or she may be accompanied and represented by a friend.
- (9) The Special Committee shall consist of five members of the Board. The Chair of the Corporation, the Deputy Chair and the Principal shall not be eligible for membership of the Special Committee.
- (10) The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 10(5) to 10(9).
- (ii) Other Members of Staff
- (11) The Principal or another holder of a senior post acting with delegated power, may dismiss any member of the staff of the University other than the holder of a senior post and if the circumstances are such that he or she is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- (12) Where the Principal or the holder of a senior post proposes to dismiss such a member of staff and the circumstances described in Article 10(11) do not prevail he or she shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Principal or the holder of a senior post, (including oral representations, for which purpose the staff member may be accompanied and represented by a friend) before any decision to dismiss by the Principal or the holder of a senior post is taken.
- (13) Where a staff member has been dismissed pursuant to Article 10(11) or a decision to dismiss has been taken pursuant to Article 10(12) that staff

member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.

- (14) Procedures for the dismissal of staff by the Principal or the holder of a senior post and for the consideration of appeals against dismissal shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include rights of representation.

## **11 Grievance Procedures**

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

## **12 Students**

- (1) A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.
- (2) A students' union shall be able to make representation as a matter of proper concern to the Board of Governors, Academic Board or Principal as may be appropriate.
- (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.
- (4) In exercise of their responsibilities under Article 3(3)(a) the Academic

Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

### **13. Financial Matters**

#### **Fees**

- (1) The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments made by the appropriate Higher Education Funding Council).

#### **Accounts, Estimates and Audits**

- (2) The Board of Governors shall keep accounts and records and appoint auditors in accordance with the provisions of the Act.
- (3) Annual estimates of income and expenditure shall be prepared by the Principal for the consideration and approval of the Board of Governors.

### **14. Rules and Bye-Laws**

- (1) The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.



**15. Copies of Articles, Rules and Bye-Laws**

- (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.

**16. Amendment of Articles**

- (1) These Articles may be amended or replaced by a resolution of the Corporation either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with Section 125 of the Act.

**17. Date of Articles**

- (1) These Articles shall come into operation on 26th September 1994.



STAFFORDSHIRE  
UNIVERSITY