

**ARTICLES OF GOVERNMENT
OF THE
UNIVERSITY OF SOUTH WALES/
PRIFYSGOL DE CYMRU**

In exercise of the powers conferred upon it by Section 125 of the Education Reform Act 1988, the University of South Wales/Prifysgol De Cymru Higher Education Corporation makes the following Articles of Government in accordance with which the University of South Wales/Prifysgol De Cymru shall be conducted:

1. INTERPRETATION

- (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 16 February 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;

“student governor” means a member of the Board of Governors appointed as a student nominee or a co-opted student nominee; and

“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 THE 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 the 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 and expenditure;

- (d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the assignment and appraisal of the Principal and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
- (e) setting a framework for the pay and conditions 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; and the assignment and appraisal of the holders of senior posts other than the Principal and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
 - (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - (e) 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; and
 - (f) the maintenance of student discipline and, within the rules and procedures provided within the 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 thirty five members, comprising the Principal (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 Principal may nominate a Deputy Chairman from among the members of the Academic Board to take the chair in 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. The membership shall also include not less than four members of the teaching staff (other than Heads of Department or above); not less than one member of the non-teaching staff; and not less than one student.

5. DELEGATION OF FUNCTIONS AND COMMITTEES

- (1) Subject to the following provision 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 Chairman of the Board of Governors or to the Principal.
- (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 establish an Audit Committee whose members shall not include staff or student governors.
- (4) 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

Appointment of Chairman and Deputy Chairman

- (1) The Board shall at its first meeting appoint a Chairman and Deputy Chairman, and thereafter at the last ordinary meeting prior to the end of each financial year, elect or confirm in office a Chairman and a Deputy Chairman to take office from the commencement of the following financial year.
- (2) In the absence of the Chairman at any meeting, the Deputy Chairman shall take the Chair. If both the Chairman and Deputy Chairman are absent from any meeting, the members present shall elect one of their number to preside at the meeting.
- (3) If the Chairman or Deputy Chairman resigns that position, is removed from office, or ceases to be a member, a new Chairman or Deputy Chairman shall be elected to serve for the remainder of the period of office of the member who has resigned or ceased to be a member.
- (4) The Chairman, Deputy Chairman or Acting Chairman may not be members who are employed by the Corporation, or who are students of the University.
- (5) The Chairman or Deputy Chairman may be removed from office by resolution of the Board provided that notice of that resolution is included with the notice for, or agenda of, the meeting.
- (6) Any power, duty or other responsibility which is expressed in these Articles to be exercisable by the Chairman may, in the absence or incapacity through illness of the Chairman, be exercised by the Deputy Chairman or by an Acting Chairman if one is appointed.

Quorum

- (7) The quorum for meetings of the Board of Governors shall be {x} Governors of whom {y} shall be independent Governors. The value of {x} and {y} shall be determined in accordance with the following table:

Total size of Board of Governors as determined by the Board of Governors	{x}	{y}
12 to 13	5	3
14 to 16	6	4
17 to 18	7	4
19 to 21	8	5
22 to 23	9	5
24 to 25	10	6

If a meeting is quorate, but less than half the number present are independent Governors, a majority of the independent Governors 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.

- (8) a) An inquorate meeting may proceed to consider items on the agenda, adjourn and continue inquorate, but all decisions must be deferred to the next quorate meeting.
- b) The Chairman of the Board of Governors may close an inquorate meeting at any time and convene a special meeting to deal with the business fixed for the original meeting.

Conduct of Meeting

- (9) The Board of Governors shall meet at least three times in every calendar year. A special meeting may be convened at any time, either on the written instructions of the Chairman of the Board, or on receipt of a request in writing signed by at least five of the Governors (at least three of whom shall be independent Governors) submitted to the Clerk.
- (10) Every meeting shall be summoned by notice in writing to each Governor stating the place, day and hours of the meeting and the business to be transacted. Such notice shall be delivered personally or sent by first class post seven clear days before the date of the meeting unless in the opinion of the Chairman the circumstances are such that the meeting must be called at shorter notice.
- (11) The convening of and proceedings of the Board of Governors or any committee of the Board of Governors shall not be invalidated by any vacancy in the number of the Governors or by any defect then unknown in the election, appointment or qualification of any Governors or by any accidental want of service of a notice of the meeting on, or the non-receipt of a notice of a meeting by, any Governor.
- (12) Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies.

- (13) Unless these Articles provide otherwise, every matter for determination by the Board of Governors shall be determined by a majority of the members present and voting at a meeting. Voting shall normally be by a show of hands but in such circumstances as may be determined at any time by resolution of the Governors, shall be by a secret ballot. An abstention shall not count as a vote. 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.
- (14) No resolution of the Board of Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (15) 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.

Appointment of Governors

- (16) 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 7(7), 7(10), 7(13), provided that, in relation to the appointment of an independent Governor, the appointment shall be made by a vote representing an absolute majority of all the current independent members (whether or not taking part in the vote).
- (17) Where the independent governors are the appointing authority for independent Governors under the provisions of paragraph 7 of Schedule 7 to the Education Reform Act 1988, they shall form a committee for the purpose of making such appointments, and the following procedures shall apply:
 - (a) the provisions of Articles 7(10), 7(11), 7(12) shall apply;
 - (b) the quorum for meetings of the committee shall be four Governors or, if the number of independent Governors for the time being shall be less than four, all the independent Governors.
 - (c) all appointments shall be made by a vote representing an absolute majority of all the current independent Governors (whether or not taking part in the vote). Members of the committee may appoint other independent members as proxies to vote in their place.

Pecuniary, Family or Other Personal Interests

- (18) If any member has any pecuniary, family or other personal interest, direct or indirect, in any contract, proposed contract or other matter and is present at the meeting of the Board of Governors or the committee at which the contract or other matter is the subject of consideration, the member shall at the meeting, and as soon as practical after commencement, disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it. 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 Institution.
- (19) Staff and Student Governors or members of committees shall, if appropriate, withdraw from meetings where any matter relating to a named member of staff or student, or prospective member of staff or student, is being considered. The Principal shall withdraw from any meeting or part thereof where her/his own position is under discussion.

Access to Papers

- (20) Except where material relates to named members or prospective members of the staff or the student body or to matters which the Board of Governors or any committee (as the case may be) are satisfied should be dealt with on a confidential basis, the agenda for every meeting of the Board of Governors, draft minutes approved by the Chairman, signed minutes of such meeting and any report, document or other paper considered at any meeting shall, in each case as soon as may be, be made available at the University to any member of staff or student of the University.

8. APPOINTMENT AND PROMOTION OF STAFF

- (1) Each member of staff shall serve under a contract of employment with the Corporation.
- (2) Upon 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 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 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 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.
- (2) The Principal may suspend from duty, with pay, any member of the staff 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 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.
- (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 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 Chairman of the Board of Governors, or in 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 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 to 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 purposes he 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 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 decisions to be taken by the Board of Governors.
- (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 recommendations to the Board of Governors, including oral representations for which purpose he may be accompanied and represented by a friend.
- (9) The Special Committee shall consist of three members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chairman, the Principal and staff and student governors 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 may dismiss any member of the staff other than the holder of a senior post and if the circumstances are such that he 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 proposes to dismiss such a member of staff and the circumstances described in Article 10(11) do not prevail he shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Principal (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 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 and for the consideration of appeals against dismissals 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 grievance 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) The Board of Governors, after consultation with Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- (3) The rules made under Articles 12(2) shall include provision relating to:
 - the Principal's powers to expel or suspend a student on disciplinary grounds;
 - the establishment of a student disciplinary committee that includes equal numbers of Governors, staff and students, to advise the Principal on the action to be taken in individual cases;
 - procedures for students to make representations to the Board of Governors against expulsion or suspension.
- (4) In exercise of their responsibilities under Articles 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 reasons.
- (5) 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.

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 paid or made by the Higher Education Funding Council for Wales).

Accounts Estimates and Audit

- (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 the 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 Board of Governors either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Board of Governors, in accordance with Section 125 of the Act.

17. DATE OF ARTICLES

- (1) These Articles shall come into operation on 11 April 2013.