

Note: These Articles of Government were superceded by a revised version approved by the Privy council as notified by letter dated 9th February 2016. That revised version is published separately on the University's website.

## **ARTICLES OF GOVERNMENT FOR BOURNEMOUTH UNIVERSITY**

### **HIGHER EDUCATION CORPORATION**

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

#### **1. INTERPRETATION**

1.1 In these Articles, words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 26 April 1993 and;

The “holders of senior posts” means 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 co-opted staff nominee;

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

a “Students’ Union” means 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**

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. THE CHANCELLOR**

The Board of Governors shall have the power to appoint a suitable individual as Chancellor of the University and may determine the duration and other terms of such office and the functions and duties to be carried out by the Chancellor.

#### **4. RESPONSIBILITIES OF BOARD OF GOVERNORS, PRINCIPAL AND ACADEMIC BOARD**

##### **The Board of Governors**

4.1 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 University and the Corporation and for safeguarding their assets;

- (c) approving annual estimates of income and expenditure;
- (d)
  - (i) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
  - (ii) the assignment of duties to and appraisal of the Principal, the Clerk and other holders of senior posts; and
- (e) setting a framework for the pay and conditions of service of all other staff.

**The Principal**

4.2 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 of duties, 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 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 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**

4.3 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 both 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.

4.4 The Academic Board may establish such committees as it considers necessary for purposes enabling 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.

## **5. ACADEMIC BOARD**

5.1 There shall be an Academic Board of no more than 34 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. At least half of the members of the Academic Board shall be holders of management posts (as specified in paragraphs 5.2(a) to (d) (inclusive) below) and the remainder will be staff and student members (as specified in paragraphs 5.2(e) to (g) (inclusive) below). The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

5.2 The membership of the Academic Board shall consist of:

- (a) the Principal;
- (b) the Deputy Principal(s), the Director of Personnel, and any other Assistant Principal(s);
- (c) Deans and Heads of Academic Departments;
- (d) Heads of Central Service Departments (from those Central Service Departments established by the Board of Governors);
- (e) one member of the full-time teaching staff from each Academic Department freely elected biennially by members of that Department, in accordance with such regulations and procedures as the Academic Board shall from time to time approve;
- (f) two members of the full-time non-teaching staff freely elected biennially by members of such staff, in accordance with such regulations and procedures as the Academic Board shall from time to time approve; and
- (g) two students of the University elected annually from the student body.

5.3 The Principal shall appoint a Deputy Chairman from among the members of the Academic Board to take the chair in his place.

5.4 The Academic Secretary shall act as Secretary to the Academic Board.

5.5 The quorum and procedures for the Academic Board shall be as determined by the Academic Board from time to time and as expressed in its standing orders.

## **6. DELEGATION OF FUNCTIONS AND COMMITTEES**

6.1 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 Chairman of the Board of Governors or to the Principal.

6.2 The Board of Governors or any relevant committee of the Board may co-opt as members of the committee any appropriate individual who is not a member of the Board of Governors except:

- (a) the majority of the membership of the committee shall always comprise members of the Board of Governors;
- (b) as provided for in Article 6.3 below.

6.3 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board 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. The committees will include an Audit Committee to be established in accordance with the requirements of any relevant funding authority.

6.4 The Board of Governors shall not, however, delegate the following:

- (a) the determination of the educational character and mission of the University;
- (b) the approval of the annual estimates of income and expenditure;
- (c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- (d) the appointment or dismissal of the Principal;
- (e) the varying or revoking of these Articles.

## 7. **APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS**

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

## 8. **PROCEDURES FOR MEETINGS**

- 8.1 (a) The Board of Governors shall elect a Chairman biennially. Nominations for the office of Chairman shall be submitted to the Clerk prior to the meeting at which the appointment will be determined. In the event of more than one nomination being received an election will take place at that meeting.
- (b) The Board of Governors shall elect a Deputy Chairman biennially to act in the absence of the Chairman.
- (c) If both the Chairman and Deputy Chairman are absent, the members present shall choose one of their number as chairman for the meeting. A member of the Board of Governors who is employed by the University or a student thereof, who is a student nominee or a co-opted member of the Board of Governors, is not eligible for appointment as Chairman or Deputy Chairman or as chairman of a meeting of the Board of Governors.
- 8.2 (a) The quorum for meetings of the Board of Governors shall be the numbers of members (who may be present in person or by proxy) determined in accordance with the table set out below. 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.

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<i>Total actual membership of Board of Governors</i>	<i>Minimum number of members to be present for quorum</i>	<i>Minimum number of independent members within the total to be present for quorum</i>
<i>12 or 13</i>	<i>5</i>	<i>3</i>
<i>14 to 16</i>	<i>6</i>	<i>4</i>
<i>17 or 18</i>	<i>7</i>	<i>4</i>
<i>19 to 21</i>	<i>8</i>	<i>5</i>
<i>22 or 23</i>	<i>9</i>	<i>5</i>
<i>24 or 25</i>	<i>10</i>	<i>6</i>

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- (b) If at the expiration of half an hour after the time appointed for a meeting a sufficient number of Governors to form a quorum is not present (in persons or by proxy), or if at any meeting the business is not completed the meeting shall stand adjourned sine die and a further meeting shall be summoned as soon as conveniently may be. Any meeting may be adjourned by resolution.

### 8.3 Conduct of Meetings

- (a) The Board of Governors shall hold a meeting at least once in every academic term.
- (b) All meetings of the Board of Governors shall be convened by the Clerk.
- (c) A meeting of the Board of Governors may be requisitioned by any three of their number or by the Chairman.
- (d) (i) At least five clear days' notice (exclusive of the dates of service and meeting) shall be given of every meeting of the Board of Governors. A meeting may be called at shorter notice only if so agreed by at least three-quarters in number of the members entitled to attend and vote thereat.
- (ii) The notice shall specify the time, date and place of the meeting and the general nature of the business to be transacted.
- (iii) Notice shall be given to all members entitled to attend and vote at the meeting, but accidental omission to give, or failure to receive notice shall not invalidate the proceedings at the meeting.
- (iv) Notice of a meeting or any other notice may be sent by post to any member at the address registered by him with the Clerk to the Board of Governors, and is deemed served 24 hours after posting. Proof of posting shall be deemed proof of service.
- (e) The proceedings of the Board of Governors or any committee of the Board of Governors shall not be invalidated by any vacancy in their number or by any defect in the election, appointment or qualification of any Governor.
- (f) (i) Subject to paragraph (ii) below every question to be determined at a meeting of the Board of Governors or of any committee of the Board of Governors shall be determined by a majority of the votes of the Governors present and voting on the question and where there is an equal division of votes the Chairman of the meeting shall have a second or casting vote.

- (ii) A proposed alteration of the Articles of Government shall be approved only if supported by not less than three-quarters of members present and voting.
  - (g) Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if due notice as required by Article 8.3(d) of the intention to rescind or vary the same has been given to all the Governors.
- 8.4
- (a) If a Governor has a direct or indirect pecuniary interest, family or other personal interest in any matter under discussion, and is present at a meeting of the Board of Governors or a committee of the Board of Governors at which the matter is to be considered, he shall, as soon as practicable after the commencement of the meeting, disclose that he has such an interest. He shall withdraw from the meeting during consideration of the relevant item, unless the other members of the Board of Governors, or of the committee of the Board of Governors, decide that he shall remain or the matter is before the Board of Governors as part of a report and is not itself the subject of debate, and in either case he shall not speak or vote upon the matter.
  - (b) The foregoing shall not prevent the Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office of the Corporation obtaining such insurance and paying the premiums.

8.5 **Governors employed as staff of the University**

Members of staff who are members of the Board of Governors:

- (a) shall not, unless invited to be present by a resolution of the Board of Governors, attend any part of any meeting of the Board of Governors or of a committee of the Board of Governors at which there is consideration of the appointment or promotion of a person to a post senior to that being held by them, or consideration of the suspension, dismissal, resignation, or retirement of a person holding such a post;
  - (b) shall not, unless invited to be present by a resolution of the Board of Governors, attend any part of any meeting of the Board of Governors at which there is consideration of his/her own promotion, suspension, dismissal, resignation, or retirement (except as provided for in the Articles of Government relating to suspension and dismissal);
  - (c) shall not, at any time after notice of the termination of his/her contract shall have been given by or to him/her, attend at any such meeting as aforesaid at which there is consideration of the appointment of his/her successor.
- 8.6 Any student being a Governor shall not, unless invited to be present by a resolution of the Board of Governors, attend any part of any meeting of the Board of Governors at which there is consideration of the appointment, promotion, suspension, resignation, retirement or dismissal of any member of the University staff or, except as provided in these Articles of Government, of any matter concerning his/her own expulsion.
- 8.7 Minutes of the proceedings of the Board of Governors shall be kept by the Clerk and, together with the agendas and papers, be reasonably available to students and staff for reference, except where material relates to named members of staff or students, or prospective members of staff or students, or to matters which the Board of Governors has resolved shall be confidential. All such minutes will be signed by the Chairman of the Board of Governors or his deputy as a correct record of the proceedings.

8.8 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, except where acting as a proxy for a member.

8.9 **Proxy Representation**

- (a) Members of the Board of Governors shall be entitled to appoint another member of the Board of Governors as his/her proxy at any meeting or adjourned meeting of the Board of Governors.
- (b) The appointment of the proxy shall be in writing and may direct the proxy to vote on behalf of the appointor for or against any specific resolutions to be proposed, or as the proxy may think fit, or to abstain.
- (c) The member who is appointed the proxy shall, in addition to his or her own vote, be deemed to have an additional vote on any resolution for any person for whom he/she has been appointed proxy.
- (d) The instrument appointing a proxy must be deposited with the Clerk not less than 48 hours before the time for holding the meeting or the adjourned meeting for which the proxy is appointed and an instrument of appointment which is not so deposited will be invalid.
- (e) A member of the Board of Governors who has appointed a proxy will be entitled to attend any meeting notwithstanding the appointment, but the proxy may not be exercised whilst the appointor is present at the meeting.
- (f) Arrangements for proxies will not apply to meetings of committees of the Board.

8.10 A resolution in writing signed by at least three-quarters of the members (with at least half of those signing being independent members), each of whom would have been entitled to vote on it if it had been proposed at a meeting of the Board of Governors at which he or she was present, shall be as effective as if it had been passed at a duly convened meeting of the Board of Governors and separate copies of any documents may be sent to individual members for their signature.

8.11 The quorum and procedures for meetings of committees of the Board of Governors shall be as determined by rules or bye-laws made from time to time by the Board of Governors but, subject thereto, such committees shall determine their procedures for meetings as they consider appropriate.

8.12 **Appointment of new members of the Corporation**

- (a) Where the Corporation is the appointing authority, the provisions for the calling and conduct of meetings shall be as set out in Articles 8.1 to 8.10.
- (b) Where the current independent members are the appointing authority, they shall form a committee of the Board of Governors for this purpose. There shall be a quorum for this committee when half the independent members in office are present.
- (c) The voting will proceed as in 8.3(f) save that where the appointment is of an independent member by the Corporation, a majority of the current independent members, whether or not taking part in the vote, agree; and the appointment of a member over the age of 70 shall require an absolute majority of all the members of the appointing authority, whether or not taking part in the vote.

9. **APPOINTMENT AND PROMOTION OF STAFF**

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

9.2 Upon the occurrence of a vacancy or expected vacancy for the post of Principal, and for other senior posts, the post shall be advertised nationally.

10. **CONDUCT OF STAFF**

10.1 After consultation with the staff, the Board of Governors shall make rules relating to the conduct of staff.

10.2 **Academic Freedom**

In making rules under Article 10.1, the Board of Governors 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.

11. **SUSPENSION AND DISMISSAL OF STAFF**

**Suspension**

11.1 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.

11.2 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.

11.3 Anyone who is suspended from duty under Articles 11.1 or 11.2 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.

11.4 Procedures for the suspension of staff under Articles 11.1 or 11.2 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 11.5 or of a notification from the Principal under Article 11.12;
- (b) any appeal made under 11.4 (a) shall be considered as soon as practicable;
- (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

**Dismissal**

Holders of senior posts including the Principal and the Clerk

11.5 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 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.

- 11.6 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 as specified in the University's Disciplinary Procedures, as approved from time to time by the Board of Governors.
- 11.7 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 decisions to be taken by the Board of Governors.
- 11.8 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 as specified in the University's Disciplinary Procedures, as approved from time to time by the Board of Governors.
- 11.9 The Special Committee shall consist of three members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chairman and the Principal shall not be eligible for membership of the Special Committee.
- 11.10 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 11.5 to 11.9.

#### Other Members of Staff

- 11.11 The Principal may dismiss any member of the staff of the University other than the holder of a senior post. 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.
- 11.12 Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 11.11 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 as specified in the University's Disciplinary Procedures, as approved from time to time by the Board of Governors) before any decision to dismiss is taken by the Principal.
- 11.13 Where a staff member has been dismissed pursuant to Article 11.11 or a decision to dismiss has been taken pursuant to Article 11.12 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.
- 11.14 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 will make provision for rights of representation.
- 11.15 **Delegation of Principal's Powers of Dismissal and Suspension**

The powers of the Principal to suspend and/or dismiss staff under Articles 11.2, 11.11 and 11.12 above may be delegated by the Principal to the holder of a senior post. The

delegation of any such powers shall be in accordance with any regulations relating to such delegation made by the Board of Governors. In the case of any such delegation, the references to “the Principal” will, where applicable in Article 11 above, also be deemed to include any person to whom such powers have been delegated.

## **12. GRIEVANCE PROCEDURES**

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.

## **13. STUDENTS**

13.1 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.

13.2 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.

13.3 In exercise of their responsibilities under Article 4.3(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.

13.4 The Board of Governors shall make provision for students to have an appropriate opportunity to raise matters of proper concern to them at all levels in the University, including the Board of Governors and the Principal.

## **14. FINANCIAL MATTERS**

### **Fees**

14.1 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 any appropriate funding authority).

### **Accounts, Estimates and Audit**

14.2 The Board of Governors shall keep accounts and records and appoint auditors in accordance with the provisions of the Act.

14.3 Annual estimates of income and expenditure shall be prepared by the Principal for the consideration and approval of the Board of Governors.

## **15. RULES AND BYE-LAWS**

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

## **16. COPIES OF ARTICLES, RULES AND BYE-LAWS**

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

**17. AMENDMENT OF ARTICLES**

These Articles may be amended or replaced by a resolution of the Corporation passed in accordance with Article 8.3(f)(ii) 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.

**18. DATE OF ARTICLES**

These Articles shall come into operation on 30 January 1996.