

# **BIRMINGHAM CITY UNIVERSITY**

## **ARTICLES OF GOVERNMENT**

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, the Birmingham City University higher education corporation makes the following Articles of Government in accordance with which the Birmingham City 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 the 26th day of April 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.

- 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, 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 THE BOARD OF GOVERNORS, PRINCIPAL AND ACADEMIC BOARD**

### **The Board of Governors**

- 3.1 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) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine;
  - (e) setting a framework for the pay and conditions of all other staff.

### **The Principal**

- 3.2 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 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 or other urgent cause and for implementing decisions to expel students for academic reasons.

### **The Academic Board**

3.3 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, through the Principal, 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.

3.4 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.

3.5 The Academic Board shall hold at least three meetings in each year.

3.6 The quorum for meetings of the Academic Board shall be at least half of the members.

## **4. MEMBERSHIP OF THE ACADEMIC BOARD**

4.1 There shall be an Academic Board of no more than 30 members. The Principal shall be Chairman and may nominate a Deputy Chairman from among the members of the Academic Board 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 Board of Governors.

4.2 The Academic Board shall consist of:

- (a) The Principal
- (b) Two Assistant Principals nominated by the Principal on the basis of their having responsibility for one or more of the areas of academic quality, academic policy, planning or resources
- (c) The Registrar  
A senior assistant to the Registrar having responsibility for the administration of procedures concerning academic quality
- (d) The Deans of Faculty
- (e) The Librarian  
The Head of Computer Services
- (f) A member of staff elected by and from the Faculty Board of each Faculty
- (g) Two full-time students elected by and from the students of the University
- (h) Two part-time students elected by and from the students of the University.

4.3 The Academic Board may, subject to the approval of the Board of Governors, co-opt up to two additional members.

**5. DELEGATION OF FUNCTIONS AND COMMITTEES**

5.1 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.

5.2 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.

5.3 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; or
- (f) the determination of membership numbers of the Board of Governors.

**6. APPOINTMENT OF THE CLERK TO THE BOARD OF GOVERNORS**

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

**7. PROCEDURES FOR MEETINGS**

7.1 The quorum for meetings of the Board of Governors shall be seven members of whom four 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.

- 7.2 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, except where acting as a proxy for another member.
- 7.3
  - (a) The Board of Governors at their first meeting and at the first meeting of each ensuing three-year period from 1st April 1989, shall appoint from among their number a Chairman and Deputy Chairman. The Clerk shall take the Chair and call for nominations. If only one nomination is received the Clerk shall declare that candidate elected as Chairman or Deputy Chairman. If more than one nomination is received, there shall be a secret ballot. The candidate receiving the greatest number of votes shall be declared elected as Chairman or Deputy Chairman.
  - (b) If the Chairman is absent from any meeting the Deputy Chairman shall preside. If both are absent from any meeting the members present shall choose one of their number to preside at the meeting.
  - (c) Only independent members and co-opted members who are not staff of or students of the University are eligible for appointment as Chairman, Deputy Chairman or chairman of a meeting.
- 7.4 The proceedings 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.
- 7.5 All meetings of the Board of Governors shall be summoned by the Clerk or an authorised representative.
- 7.6 At least seven clear days' notice of an ordinary meeting of the Board of Governors and at least three clear days' notice of an extraordinary meeting shall be given, specifying the business proposed to be transacted. The notice shall be left at or sent to the usual place of residence of each governor provided that want of service of the notice on any governor shall not affect the validity of the meeting.
- 7.7 The Board of Governors shall from time to time decide on the frequency of their meetings but shall hold at least three meetings in each year.
- 7.8 An extraordinary meeting shall be held on a written request to the Clerk by the Chairman or any five members. No business shall be transacted at an extraordinary meeting except that which is contained in the notice summoning the meeting.
- 7.9 If within 30 minutes from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to such day, time and place as shall be determined. No business shall be transacted at an adjourned meeting other than the business which could have been transacted at the original meeting.
- 7.10 Every question needing to be determined at a meeting of the Board of Governors other than that relating to the filling of a vacancy or the appointment of a member shall be determined by a majority of 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.
- 7.11 Where there is an equal division of votes the chairman of the meeting shall have a second or casting vote.
- 7.12 Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary the same has been given to all members of the Board in the notice of business to be transacted.
- 7.13 A resolution in writing to which every member signifies acquiescence in writing shall be valid as if the same had been passed at a meeting of the Board of Governors duly convened and held.

- 7.14 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 the contract or other matter is the subject of consideration, the governor shall at the meeting and as soon as practicable after commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it and shall be required to withdraw from the meeting for consideration of that item. Nothing in this Article shall prevent the Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by the members arising out of their office or prevent the Corporation from obtaining such insurance and paying the premiums.
- 7.15 Staff governors and student governors shall withdraw from meetings of the Board of Governors or its Committees where the matter under consideration relates to appointment, remuneration, promotion or the terms and conditions of service or conduct of a member of staff or student or a prospective member of staff or prospective student. The Principal shall withdraw from meetings of the Board or its Committees where the matter under consideration relates to the Principal's own remuneration, terms and conditions of service or conduct.
- 7.16 The agenda for every meeting of the Board of Governors or its committees, draft minutes, approved by the Chairman, signed minutes of such meetings and any report document or other paper considered at any such meeting shall, in each case as soon as may be, be made available at the University by the Board of Governors to any member of staff or student wishing to inspect them subject to the terms of paragraph 7.17 below.
- 7.17 There may be excluded from any item required to be made available in pursuance of paragraph 7.16 above, any material relating to:
- (a) a member of staff employed at or proposed to be employed at the University;
  - (b) a student at, or candidate for admission to the University;
  - (c) any matter which, by reason of its nature, the Board of Governors are satisfied should be dealt with on a confidential basis.
- 7.18 The Board of Governors shall make rules regarding the use of proxy votes at its meetings and meetings of its committees.

## **8. MEMBERSHIP**

- 8.1 Every vacancy in the office of governor shall as soon as possible be notified by the Clerk to the appointing authority.
- 8.2 The Board of Governors shall determine procedures for the nomination of appointed members other than independent members.
- 8.3 Upon the vacancy for an independent member arising the Clerk shall seek written nominations for appointment from the members of the appointing authority. Upon receipt of nominations and where the number of nominations received exceeds the number of vacancies, the Clerk shall conduct a postal ballot under the single transferable vote system of members of the appointing authority. The candidate receiving the greatest number of votes shall be appointed by resolution of the appointing authority. Where the number of nominations received is equal to, or lower than, the number of vacancies, the nominations shall be put to the appointing authority without recourse to a ballot. In such circumstances the appointment shall be determined by a vote representing an absolute majority of all members entitled to be present and to vote on the appointment and voting shall be expressed by a show of hands, unless it is resolved before the question is put that a poll be held to determine the issue. Proxy votes may be accepted in accordance with the rules established under Article 7.18 in any ballot or vote concerning the appointment of an independent member.
- 8.4 Where the independent members are the appointing authority they shall form a committee for this purpose. The committee shall be called by the Clerk and shall conduct its business in

accordance with the provisions for the conduct of the Board of Governors. The quorum for this committee shall be five. Proxy votes may be accepted in accordance with the rules established under Article 7.18.

- 8.5 Upon a vacancy arising for an appointed member other than an independent member, the Clerk shall seek nominations in accordance with the procedures determined by the Board of Governors under 8.2 above. Where the number of nominations received is equal to or lower than the number of vacancies in the category concerned, the nominations shall be considered by the Board of Governors in a meeting without recourse to a ballot. In such circumstances, the appointment shall be determined by a vote representing an absolute majority of all members entitled to be present and to vote on the appointment and voting shall be expressed by a show of hands, unless it is resolved before the question is put that a poll be held to determine the issue. Where the number of nominations received is greater than the number of vacancies in the category concerned, the Clerk shall conduct a postal ballot under the single transferable vote system of all members entitled to vote on the appointment. The candidate receiving the greatest number of votes shall be appointed by resolution at a meeting of the Board of Governors. In any ballot or vote concerning the appointment of a co-opted member or of an appointed member other than an independent member, proxy votes may be accepted in accordance with the rules established under Article 7.18.
- 8.6 If a prospective member of the Board of Governors is aged over 70 on the date the appointment is to take effect, the appointing authority must determine to make the appointment by a vote representing an absolute majority of all members of that authority.

## **9. APPOINTMENT, PROMOTION AND CONDUCT OF STAFF**

- 9.1 Each member of the 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, the post shall be advertised nationally.
- 9.3 After consultation with the staff, the Board of Governors shall make rules relating to the conduct of the staff.
- 9.4 In making rules under Article 9.3, 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.

## **10. SUSPENSION AND DISMISSAL OF STAFF**

### **Suspension**

- 10.1 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.
- 10.2 The Principal 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.
- 10.3 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.
- 10.4 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 to the Board of Governors**

- 10.5 If the Chairman of the Board of Governors, or in his or her 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.
- 10.6 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.
- 10.7 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 of Governors.
- 10.8 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.
- 10.9 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.
- 10.10 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**

- 10.11 The Principal 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.
- 10.12 Where the Principal 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 (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.

- 10.13 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.
- 10.14 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.
- 10.15 The Principal may delegate his or her powers of suspension or dismissal to another member of staff. In such cases the Principal remains responsible, with the Board of Governors, for ensuring that the relevant rules are observed.

## **11. GRIEVANCE PROCEDURE**

- 11.1 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**

- 12.1 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.
- 12.2 The Board of Governors, after consultation with the Academic Board and representatives of students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- 12.3 In exercise of their responsibilities under Article 3.3 (a), the Academic Board, after consultation with the Board of Governors and representatives of students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.
- 12.4 The Board of Governors after consultation with representatives of students, shall make arrangements to ensure that students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University and should provide for the procedures to be followed to that end.

## **13. FINANCIAL MATTERS**

- 13.1 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 England or the Further Education Funding Council).
- 13.2 The Board of Governors shall keep accounts and records and appoint auditors in accordance with the provisions of the Act.
- 13.3 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**

- 14.1 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**

- 15.1 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 AND MEMBERSHIP NUMBERS**

- 16.1 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.
- 16.2 No proposal to amend or replace these Articles in accordance with this paragraph shall be considered by the Board of Governors unless written notification of intention to amend or replace has been received at a meeting of the Board of Governors held not less than twenty days prior to the meeting at which the Board of Governors is to consider the proposal. The notification of intention to amend or replace shall state the exact terms of the proposal.
- 16.3 No proposal to vary the determination of the membership numbers of the Board of Governors shall be considered by the Board of Governors unless written notification of intention to vary has been received at a meeting of the Board of Governors held not less than twenty days prior to the meeting at which the Board of Governors is to consider the proposal. The notification of intention to amend shall state the exact terms of the proposal.

**17. DATE OF ARTICLES**

These Articles shall come into operation on 23rd November 1995.