

- (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 ~~the~~

- 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;

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- (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

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

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.