

Articles of Government adopted 26 July 2023

**ARTICLES OF GOVERNMENT
FOR THE
SOLENT UNIVERSITY**

DATE OF ADOPTION: 26 July 2023

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FOR THE

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

1. INTERPRETATION

- (i) 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 5th March 1993 as amended by the Privy Council on 28 September 1995 and:
- (ii) “holders of senior posts” means the Vice-Chancellor, Clerk to the Governors and the holders of such other senior posts as the Board of Governors determine under Article 3(i)(d) and “holder of a senior post” shall be construed accordingly;
- (iii) “the staff” includes both teaching and support staff at the University;
- (iv) “staff Governors” means a member of the Board of Governors appointed as an Academic Board nominee or a coopted member of the Board of Governors who is a teaching or support staff representative nominated by members of the Board of Governors who are not coopted members;
- (v) “student Governor” means a member of the Board of Governors appointed as a student nominee or a coopted student nominee;
- (vi) “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;
- (vii) “independent member” has the meaning defined in paragraph 3 of the Instrument of Government;
- (viii) The Interpretation Act 1978 applies for the interpretation of these Articles as it applied for the interpretation of an Act of Parliament.

2. CONDUCT OF THE UNIVERSITY

- (i) 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 for Education and Skills 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.

(ii) POWERS OF THE UNIVERSITY

The University shall, without limitation, have the powers set out in the Education Reform Act 1988 (as amended) (‘ERA’) including the power to do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of any of its Principal Powers (as set out in section 123A ERA). In particular, the University has the power, so far as permitted by law, to borrow or raise funds and in connection with the borrowing or raising of such funds to give security, and

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for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power.

3. RESPONSIBILITIES OF THE BOARD OF GOVERNORS, VICE-CHANCELLOR AND ACADEMIC BOARD

The Board of Governors

- (i) 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, development, suspension, dismissal and determination of pay and conditions of service of the Vice-Chancellor, the Clerk to the Governors and the holders of such other senior posts as the Board of Governors may determine;
 - (e) after consultation with the Vice Chancellor, setting a framework for the pay and conditions of service of other staff.

The Vice-Chancellor

- (ii) Subject to the responsibilities of the Board of Governors, the Vice-Chancellor 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, development, 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 for which the pay and conditions are determined by the Board of Governors;

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- (d) The determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of 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

(iii) Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor, the Academic Board (see Article 4) shall be responsible for:

- (a)
 - (i) General issues relating to the research, scholarship, teaching and courses at the University including criteria for the admission of students;
 - (iii) The appointment and removal of internal and external examiners;
 - (iv) Policies and procedures for assessment and examination of the academic performance of students;
 - (v) The content of the curriculum;
 - (vi) Academic standards and the validation and review of courses;
 - (vii) Procedures for the award of qualifications and honorary academic titles; and
 - (viii) 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 Vice-Chancellor and the Board of Governors thereon;

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- (c) Advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.
 - (d) In discharging its remit the Board shall have regard to the University's policies and strategies, including in respect of Equality, Diversity and Inclusion.
 - (e) Promoting the importance of freedom of speech and academic freedom.
- (iv) 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 Vice-Chancellor and the 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

- (i) There shall be an Academic Board of no more than 30 members, comprising the Vice-Chancellor (who shall be *Chair*) and such other members of staff and students as may from time to time be approved by the Board of Governors. The Vice-Chancellor may nominate a Vice Chair 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.
- (ii) Taken together, the following categories shall comprise at least half the total membership of the Board: Vice-Chancellor, Provost, Deputy Vice-Chancellor(s), and senior managers. The remaining members shall include other members of staff and students and may include coopted members.
- (iii) The Academic Board shall submit a report on each of its meetings to the Board of Governors.

5. DELEGATION OF FUNCTIONS AND COMMITTEES

- (i) 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 Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chair of the Board of Governors or to the Vice-Chancellor.
- (ii) 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 may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than student Governors.

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- (iii) The Board of Governors shall establish an Audit Committee to advise on matters relating to effective control and management of the Corporation's finances and securing value for money from its funding.
- (iv) 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 University's Strategic Plan and annual corporate plan;
 - (c) the approval of the annual estimates of income and expenditure;
 - (d) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
 - (e) the appointment or dismissal of the Vice-Chancellor;
 - (f) the varying or revoking of these Articles.

6. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

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

7. PROCEDURES FOR MEETINGS

- (i) The quorum for meetings of the Board of Governors shall be half of the membership. A majority of quorum present shall be Independent Governors. If a meeting is otherwise quorate, but less than a majority of the members present are independent members, a majority of the independent members present shall be able to require that a decision is deferred to the next meeting. No decision shall be deferred more than once under this provision.
- (ii) 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.
- (iii) The Board of Governors will appoint a Chair who will be an Independent Governor. The Chair will be appointed for a maximum of two terms (six years in total) with the option of being appointed for an exceptional three-year term. The Chair shall be eligible for as long as they are a member of the Governing Body.
- (iv) The Board will elect a Vice Chair for a maximum of two terms (six years in total) with the option of being put forward for re-election for an exceptional three-year term. Terms of office will commence on 1 August. The Vice Chair shall be eligible for as long as they are a member of the Governing Body.

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- (v) If neither the Chair nor the Vice Chair is present at the meeting, the Governors attending shall choose by a simple majority one of their eligible number as defined in Article 7.3 to preside at that meeting before any other business is transacted.
- (vi) Save where Article 7.7 provides otherwise, all members of the Board of Governors appointed subsequent to the first appointment by the Secretary of State shall be appointed at a meeting of the Board of Governors. The procedures for such a meeting shall be in accordance with those specified in these Articles. The decisions taken shall be by a simple majority of votes cast at the meeting, except that in relation to the appointment of a person over the age of seventy as a member of the Board of Governors, the appointment shall be made by a vote representing an absolute majority of the appointing authority in accordance with the Act.
- (vii) The Board of Governors will be the appointing authority for appointments subsequent to the initial appointments, except where the independent members are the appointing authority for independent members under the provisions of paragraph 5 of the Instrument.
- (viii) Where the independent members are the appointing authority, under paragraph 5 of the Instrument of Government, they will form a Committee of the Board of Governors for this purpose. The quorum for such a Committee shall be three members and the decision shall be taken by a simple majority of the votes cast at the meeting. In all other respects the procedures for the meeting shall be in accordance with those specified in the Articles, except that where the Committee meets to consider the appointment as an independent member of a person aged over the age of seventy, the appointment shall be made by a vote representing an absolute majority of the independent members of the Committee.
- (ix) All meetings of the Board of Governors and of the Committees of the Governors shall be summoned by the Clerk if appointed. If no Clerk has been appointed, the Vice-Chancellor shall summon meetings.
- (x) The agenda of meetings and relevant reports and appendices shall be circulated to members at least five working days in advance of the meeting.
- (xi) The Board of Governors shall meet on such days and at such intervals as they themselves may determine, provided that they meet not less than three times in each academic year.
- (xii) Special meetings shall be called either by resolution of the Board of Governors at an ordinary meeting; or by authority of the Chair of the Board of Governors or upon the requisition of not less than six Governors in which event a special meeting shall be called within twenty-one days giving fourteen days notice.

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- (xiii) Every question to be determined at a meeting of the Board of Governors shall be determined by a majority of votes of the Governors present and voting on the question, and where there is an equal division of votes, the Chair shall have a second or casting vote.
- (xiv) Members of the Board of Governors or its Committees shall not be permitted to appoint proxies.
- (xv) The following shall be available for inspection by students and staff of the University: the agenda of meetings, draft minutes, if they have been approved by the Chair of the meeting, signed minutes, reports and papers considered at meetings. Except that, items deemed to be of a confidential nature by the Board of Governors or other committees or those concerning a named member of staff or student or prospective member of staff or student shall not be available for inspection.
- (xvi) Governors shall declare any commercial, family or financial interest in any matter under discussion and shall take no part in the consideration of the matter. Except that this shall not prevent the Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Board of Governors against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying premiums.
- (xvii) The Board of Governors or a committee may by resolution require staff or student Governors to withdraw from any meeting or part thereof when a named member of staff or a student or a prospective member of staff is being considered.
- (xviii) The Vice-Chancellor shall withdraw from any meetings or part thereof where his or her own position is under consideration.

8. APPOINTMENT AND PROMOTION OF STAFF

- (i) Each member of staff shall serve under a contract of employment with the Corporation.
- (ii) Upon the occurrence of a vacancy or expected vacancy for the post of Vice-Chancellor the post shall be advertised nationally.

9. CONDUCT OF STAFF**Rules**

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

Academic Freedom

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

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

- (i) The Chair of the Board of Governors, or in the absence of the Chair the Vice Chair, may suspend from duty with pay, the holder of a senior post for misconduct or any other good and urgent cause. The Chair or Vice Chair, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- (ii) The Vice-Chancellor 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.
- (iii) Anyone who is suspended from duty under Articles 10(i) or 10(ii) shall be entitled to receive from the Vice-Chancellor, or manager to whom the authority to suspend has been delegated, or in the case of holders of senior posts from the Chair or Vice Chair of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- (iv) Procedures for the suspension of staff under Articles 10(i) or 10(ii) shall be specified in the rules made by the Board of Governors after consultation with the staff.

Dismissal: Holders of Senior Posts including the Vice-Chancellor and the Clerk to the Governors

- (v) If the Chair of the Board of Governors, or in the absence of the Chair, the Vice Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board to dismiss the holder of a senior post, the Chair, Vice Chair or Board of Governors as appropriate shall refer the matter to a Special Committee of the Board, 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.
- (vi) 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 by a trade union representative or workplace colleague.

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- (vii) 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's consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board.
- (viii) 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 by a trade union representative or workplace colleague.
- (ix) The Special Committee shall consist of three members of the Board. The Chair of the Board of Governors, the Vice Chair and the Vice-Chancellor shall not be eligible for membership of the Special Committee.
- (x) 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(v) to 10(ix).

Dismissal : Other members of staff

- (xi) The Vice-Chancellor, or manager to whom the authority to dismiss has been delegated, may dismiss any member of the staff of the University other than the holder of a senior post. Where the Vice-Chancellor is considering the dismissal of such a member of staff he or she shall notify the member of staff concerned. That staff member shall be given an opportunity to make representations to the Vice-Chancellor, including oral representations, where practicable, for which purpose he or she may be accompanied by a trade union representative or workplace colleague, before any decision to dismiss by the Vice-Chancellor is taken.
- (xii) In the circumstances of an act of gross misconduct, he or she may dismiss summarily the member of staff; the dismissal may take effect without notice to terminate the employment contract being issued.
- (xiii) Where a staff member has been dismissed that staff member may appeal against the dismissal or notice to dismiss, as the case may be, to a panel chaired by the Vice-Chancellor with two members of the Board of Governors, except when dismissal was during the period of probation as specified in that person's Contract of Employment. There shall be no further right of appeal.
- (xiv) Procedures for the dismissal of staff by the Vice-Chancellor 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 right of representation.

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- (xv) The Vice-Chancellor may delegate the powers of suspension and dismissal to another member of staff. In such cases the Vice-Chancellor remains responsible, to the Board of Governors, for ensuring that the relevant rules are observed.

11. GRIEVANCE PROCEDURES

- (i) 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

- (i) The Students' Union shall conduct and manage its own affairs and funds in accordance with the 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.
- (ii) The Board of Governors shall review at intervals of not less than five years the Constitution of the Students' Union and may make, either following such a review or on a proposal from the Students' Union, regulations prescribing the provisions of the Constitution.
- (iii) The Board of Governors shall also make arrangements whereby representations on matters of proper concern to the students of the University may be made by their representatives to the Board of Governors, the Academic Board or the Vice-Chancellor as may be appropriate.
- (iv) 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.
- (v) In exercise of their responsibilities under Article 3(iii)(a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

13. FINANCIAL MATTERS**Accounts and Estimates****Fees**

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

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- (ii) The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.
- (iii) Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for the consideration and approval of the Board of Governors.

Audit

- (i) External Auditors shall be appointed, and other work conducted, in accordance with any requirements of the Office for Students (OfS).

14. RULES AND BYE-LAWS

- (i) 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

- (i) 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

- (i) These Articles may be amended or replaced by resolution of the Corporation without the approval of the Privy Council save where such amendments have the effect of the University ceasing to be a charity, in accordance with section 124(E) of the Education Reform Act 1988.

17. DATE OF ARTICLES

- (i) These Articles shall come into operation on 26 July 2023.