

**CARDIFF METROPOLITAN UNIVERSITY
HIGHER EDUCATION CORPORATION**

ARTICLES OF GOVERNMENT

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

1. INTERPRETATION

(1) In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 16 February 1993, and

"the holders of senior posts" means the Vice-Chancellor & Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine under Article 3 (1) (d) (i) and "holder of a senior post" shall be construed accordingly;

"the staff" includes both academic and support 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 interest of students as students.

2. CONDUCT OF THE UNIVERSITY

(1) The University shall be conducted in accordance with the provisions of the Education Act 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by Welsh Ministers, 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, VICE-CHANCELLOR & PRINCIPAL AND ACADEMIC BOARD

The Board of Governors

(1) The Board of Governors shall be responsible for:

(a) the determination of the educational character and mission of the University and for oversight of its activities;

(b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;

(c) approving annual estimates of income and expenditure, and

(d) (i) the appointment, assignment, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor & Principal, the Clerk to the Board and the holders of senior posts as the Board of Governors may determine after consultation, where appropriate, with the Vice-Chancellor & Principal;

(ii) the appraisal of the Vice-Chancellor & Principal and Clerk to the Board of Governors; and

(iii) the setting of a framework for the pay and conditions of service of all other staff.

The Vice-Chancellor & Principal

(2) Subject to the responsibilities of the Board of Governors, the Vice-Chancellor & Principal shall be 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) (i) the appointment, assignment, grading, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of staff (other than the holders of senior posts);

(ii) the appraisal of the holders of senior posts (other than included under Article 3 (1) (d) (ii)) and the other staff;

(d) the determination, after consultation with the Academic Board, of the University's academic activities and for the determination of its other activities;

(e) preparing annual estimates of income and expenditure for consideration by the Board of Governors and for the management of the 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 suspend or expel students for academic reasons.

The Academic Board

(3) Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors and to the responsibilities of the Vice-Chancellor & Principal, the Academic Board (as constituted in accordance with Article 4) shall be responsible for:

(a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for 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 and making decisions regarding the suspension or 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 dimensions of the strategic planning arrangements and the resources needed to support them and for advising the Vice-Chancellor & Principal and the Board of Governors thereon; and

(c) advising on such other matters as the Board of Governors or the Vice-Chancellor & Principal may refer to the Academic Board.

(4) The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities, provided that the establishment of each committee is first approved by the Vice-Chancellor & Principal. 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. CONSTITUTION OF THE ACADEMIC BOARD

(1) There shall be an Academic Board of no more than 30 members comprising the Vice-Chancellor & Principal (who shall be Chair) and such other numbers and categories of staff and students as may from time to time be approved by the Board of Governors. At all times membership will include not fewer than four members of staff and two students. The Vice-Chancellor may nominate a Vice Chair from among the members of the Academic Board to take the chair in the absence of the Vice-Chancellor. The period of appointment of members and arrangements for their election or selection shall be approved by the Board of Governors.

(2) Procedures for Meetings

- (a) The Academic Board shall meet five times in each academic year, at least one meeting being held in each term, and shall hold such other meetings as may be necessary.
- (b) All members will receive written notice of the meeting and a copy of the agenda seven days in advance of the meeting.
- (c) Meetings of the Academic Board shall be quorate if at least half of the membership is present.
- (d) A special meeting of the Academic Board may be called at any time by the Chair, Vice Chair in the absence of the Chair, or at the request in writing of five members of the Board. When the Chair or Vice Chair so directs on the grounds that there are matters which demand urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he or she specifies.

5. DELEGATION OF FUNCTIONS AND COMMITTEES

(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 Vice-Chancellor & Principal 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 & Principal.

(2) The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than Staff or Student Governors.

(3) Audit Committee

The Board of Governors shall establish an Audit Committee.

- (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 and final accounts in respect of each financial year;
 - (c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
 - (d) the appointment or dismissal of the Vice-Chancellor & Principal; and
 - (e) the varying or revoking of these Articles.

6. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

- (1) The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

7. PROCEDURES FOR MEETINGS

(1) Meetings of the Board of Governors

(a) The Board of Governors shall meet at least once in every term and shall hold such other meetings as may be necessary.

(b) All meetings shall be summoned by the Clerk to the Board of Governors who shall send the Governors written notice of the meeting and a copy of the agenda seven days in advance of the meeting.

(c) A special meeting of the Board of Governors may be called at any time by the Chair of the Board, the Vice Chair in the absence of the Chair, or at the request in writing of five Governors. When the Chair or Vice Chair so directs on the grounds that there are matters which demand urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he or she specifies.

(2) Quorum

(a) Meetings of the Board of Governors shall be quorate if 6 or more members are present of whom 4 shall be independent members. No business shall be transacted at any meeting of the Board of Governors unless a quorum is present.

(b) The quorum determined under arrangements contained in Article 7 (2) (a) shall also apply when the Board of Governors meets to appoint a member of the Corporation.

(c) If the numbers of Governors assembled for a meeting of the Board of Governors does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Board of Governors the number of members thereof present ceases to constitute a quorum, the meeting shall be terminated forthwith.

(d) If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he or she thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

(e) 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.

(3) Appointment of Independent Members

(a) When the Corporation is the appointing authority a majority of current independent members must agree to the appointment of an independent member.

(b) Where the Instrument of Government provides that independent members are the appointing authority they shall form a committee. The quorum of that committee shall be 4.

(c) Notice of Meetings

Meetings of the committees established under Article 7 (3) (b) shall be summoned by the Clerk to the Governors in accordance with arrangements made under Article 7 (1) (b).

(d) Voting

(i) Where the Corporation is the appointing authority every question shall be determined by a majority of the votes of the Governors present subject to the provisions of Articles 7 (3) (a).

(ii) Where independent members are the appointing authority every question shall be determined by a majority of the votes of members present subject to the provisions of Article 7 (3) (b).

(iii) Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.

(4) Election of Chair and Vice Chair

(a) The Board of Governors shall elect a Chair and Vice Chair who shall be eligible for re-election.

(b) The Vice-Chancellor & Principal, Staff and Student Governors shall not be eligible to be elected Chair or Vice Chair.

(c) The Chair and Vice Chair shall hold office for such period as the Board of Governors may determine.

(5) Chair of the Meeting

(a) At a meeting of the Board of Governors the Chair of the Board, if present, shall preside. In the absence of the Chair the Vice Chair shall preside.

(b) In the absence of the Chair and Vice Chair the Governors shall elect one of their number (not being the Vice-Chancellor & Principal, a Staff or a Student Governor) to preside at the meeting.

(c) Any power or duty assigned to the Chair of the Board of Governors in relation to the conduct of a meeting may be exercised by the person elected under Article 7 (5) (b).

(6) Meetings of Committees of the Board of Governors

Committees of the Board established under the provisions of these Articles shall be constituted and held in accordance with arrangements determined by the Board of Governors unless otherwise specified elsewhere within these Articles.

(7) Proceedings of Meetings

(a) Members of the Board of Governors and its committees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

(b) No member of the Board of Governors and its committees may appoint proxies from among the other members of the Corporation to vote in their place.

(c) Voting

(i) Every question to be decided at a meeting of the Board of Governors and its committees shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.

(ii) In all matters voting shall be by a show of hands, unless the Board of Governors determines otherwise.

(iii) The names of those voting for, or against, any motion shall not normally be recorded, but any member may request to have his or her dissent recorded.

(d) No resolution of the Board of Governors or its committees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(e) Except as provided by the provisions of Article 10 regarding appeals and representations about staff discipline and dismissal, a Governor who is a member of the University staff shall withdraw:

(i) from that part of any meeting of the Board of Governors or its committees at which his/her promotion, remuneration, conduct, suspension, dismissal or retirement is to be considered;

(ii) from that part of any meeting of the Board of Governors or its committees at which the appointment of his/her successor is to be considered; and

(iii) if so required by a resolution of the other Governors present, from that part of any meeting of the Board of Governors or its committees at which the appointment, promotion, remuneration, conduct, suspension, dismissal or retirement of any member of staff is to be considered.

(f) The Vice-Chancellor & Principal shall withdraw from a meeting of the Board of Governors or any of its committees whilst an item concerning his/her own position is under discussion.

(g) Except as provided by the rules to be made under the provisions of Article 12 regarding appeals and representations by students in disciplinary cases, a Student Governor shall withdraw from that part of any meeting of the Board of Governors at which his/her conduct, suspension or expulsion is to be considered.

(h) In any case where the Board of Governors is to discuss the appointment, remuneration, conditions of service, promotion,

suspension, dismissal or retirement of a member or prospective member of the staff of the University, a Student Governor shall:

(i) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and

(ii) where required to do so by a resolution of the other Governors present withdraw from the meeting.

(i) The Board of Governors shall determine procedures for the treatment of confidential agenda items and supporting papers for the Board and its committees.

(j) The proceedings of the Board of Governors and its committees shall not be invalidated by any vacancy in their membership or by any defect in the election, appointment or qualification of any Governor.

(k) The Board of Governors shall determine Standing Orders relating to the Conduct of Business which shall incorporate, where relevant, the provisions made within these Articles.

(8) Publication of Minutes and Papers

(a) Subject to Article 7 (8) (b) below the Board of Governors shall ensure that a copy of:

(i) the agenda for every meeting of the Board of Governors and its committees;

(ii) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;

(iii) the signed minutes of every such meeting; and

(iv) any report, document or other paper considered at any such meeting

shall, in each case as soon as may be, be made available at all site libraries of the University to any person wishing to inspect them.

(b) There may be excluded from any item required to be made available in pursuance of Article 7 (8) (a), any material relating to:

(i) a named person employed at or proposed to be employed at the University;

(ii) a named student at, or candidate for admission to, the University; and

(iii) any matter which, by reason of its nature, the Chair of the Board, the Board of Governors and its committees are satisfied should be dealt with on a confidential basis.

(9) Declaration of Interests

Members of the Board of Governors shall declare any pecuniary, family or other personal interests in matters under consideration by the Board of Governors or any of its committees. Members who declare such an interest shall take no part in consideration of the matter (s), and may be asked by the Board of Governors or committee to withdraw while the matter is being considered.

8. APPOINTMENT AND PROMOTION OF STAFF

(1) Each member of staff shall serve under a contract of employment with the Corporation.

(2) Upon the occurrence of vacancies or expected vacancies for senior posts determined under the provisions of Article 3 (1) (d) (i) such posts shall be advertised nationally, and the Board of Governors shall agree procedures for the appointments.

(3) The Vice-Chancellor & Principal shall determine procedures for the appointment and promotion of other staff in accordance with the provisions of Article 3 (2) (c) (i).

9. CONDUCT OF STAFF

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

Academic Freedom

(2) In making rules under Article 9 (1), 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

(1) 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 other good or 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.

(2) The Vice-Chancellor & Principal may suspend from duty, with pay, any member of the staff of the University, other than a holder of a senior post, for misconduct or other good or urgent cause.

(3) Anyone who is suspended from duty under Articles 10 (1) or 10 (2) shall be entitled to receive from the Vice-Chancellor & Principal, or in the case of the 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.

(4) Procedures for the suspension of staff under Articles 10 (1) and 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 Vice-Chancellor & Principal under Article 10 (12);

(b) any appeal made under Article 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

A. Holders of Senior Posts

(5) If the Chair of the Board of Governors, or in his absence 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 of Governors which shall be convened as soon as possible to examine the facts, otherwise investigate the grounds for dismissal, and to make a report to the Board of Governors.

(6) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.

(7) The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case, and any considerations which the Special 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.

(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, with regard to the report of the Special Committee, including oral representations for which purpose he or she may be accompanied and represented by a friend.

(9) The Special Committee shall consist of 3 members of the Board of Governors. The Chair of the Board of Governors, Vice Chair, Vice-Chancellor & Principal, Student and Staff Governors shall not be eligible for membership of the Special Committee.

(10) The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 10 (5) to 10 (9).

B. Other Members of Staff

(11) The Vice-Chancellor & Principal may dismiss any member of staff of the University other than the holder of a senior post and, if the circumstances are such that he/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.

(12) Where the Vice-Chancellor & 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 the proposal. That staff member shall be given an opportunity to make representations to the Vice-Chancellor & Principal (including oral representations, for which purpose the staff member may be accompanied and represented by a friend) before any decision to dismiss is taken by the Vice-Chancellor & Principal.

(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 an Appeals Committee of the Board of Governors. In the case of an appeal against a decision to dismiss the dismissal shall not take effect until the appeal has been determined.

(14) The Appeals Committee shall consist of 3 members of the Board of Governors. The Vice-Chancellor & Principal, Student and Staff Governors shall not be eligible for membership of the Appeals Committee.

(15) Procedures for the dismissal of staff by the Vice-Chancellor & 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 shall include rights of representation.

(16) Subject to the responsibilities of the Board of Governors and the Vice-Chancellor & Principal under these Articles, the Vice-Chancellor & Principal may delegate all or any of the powers of suspension and dismissal vested in him by this Article 10.

11. GRIEVANCE PROCEDURES

(1) After consultation with the staff or their representatives 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

(1) A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.

(2) The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion on disciplinary grounds.

(3) In exercise of their responsibilities under Article 3 (3) (a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

(4) The Board of Governors shall satisfy itself that students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as may be appropriate, but it shall only consider such matters when of collective interest to the student body. Further, it shall ensure that both individual and collective concerns are properly considered within the University by the provision of procedures to achieve that end.

13. FINANCIAL MATTERS

Fees

(1) The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to

grants, loans or other payments paid or made by the Higher Education Funding Council Wales).

Accounts, Estimates and Audit

(2) The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.

(3) Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor & Principal for the consideration and approval of the Board of Governors.

14. RULES AND BYE-LAWS

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

15. COPIES OF ARTICLES, RULES AND BYE-LAWS

(1) A copy of 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

(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.

17. DATE OF ARTICLES

These Articles shall come into operation on 12 December 1994.

(Formally adopted by the Board of Governors : 12 December 1994)
(Revised by Order of the Privy Council : 16 April 1996)
(Revised by Order of the Privy Council : 17 January 2001)
(Revised by Order of the Privy Council 24 August 2001)
(Revised by Order of the Privy Council 1 February 2002)
(Revised by Order of the Privy Council 20 June 2002)
(Revised by Order of the Privy Council 17 September 2003)
(Revised by Order of the Privy Council 11 May 2006)
(Revised by Order of the Privy Council 25 July 2007)
(Revised by Order of the Privy Council 12 October 2011)

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