



# University Circular

## Articles of Government

May 2005

This Circular sets out the organisational arrangements for the conduct of the University of Portsmouth Higher Education Corporation under the terms of the Articles of Government approved by the Privy Council and effective as from 1 May 1997.

In exercise of the powers conferred upon it by Section 125 of the Education Reform Act 1988, the University of Portsmouth Higher Education Corporation makes the following Articles of Government in accordance with which the University of Portsmouth shall be conducted:

### 1 Interpretation

- 1.1** In these Articles, the following expressions shall have the meanings indicated in this paragraph:
- 'the Academic Board' means the Academic of the University;
  - 'the Act' means the Education Reform Act 1988 as amended from time to time;
  - 'the appointing authority' means the Corporation unless otherwise specified;
  - 'the Articles' means the Articles of Government in accordance with which the University is conducted;
  - 'the Board of Governors' or 'the Board' means the members of the Corporation;
  - 'the Chairman' and 'the Deputy Chairman' means the Chairman and Deputy Chairman of the Board of Governors as referred to in Article 74;
  - 'clear days' in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect;
  - 'the Clerk' means the person appointed to the office of the Clerk to the Board of Governors;
  - 'the Corporation' means the University of

Portsmouth Higher Education Corporation;

- 'Deans' means Deans in the University;
- 'Faculty Executive' means the committee of senior academic staff responsible for executive management of a Faculty, and shall include the Dean and all Heads of Department;
- 'Funding Council' means the Higher Education Funding Council for England or any successor Council established by law for the purpose of administering grants and other financial provision for institutions in the higher education sector;
- 'Governor' means a member of the Board and 'Governors' shall be construed accordingly;
- 'Heads of Department and Professors' means professors of the University and holders of such other posts as the Board of Governors may from time to time determine in consultation with the Principal;
- 'holders of senior posts' means the Principal, the Vice-Principals, 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;
- 'independent member' means a member of the Corporation as referred to in paragraph 3(2)(a) of Schedule 7A of the Education Reform Act 1988;
- 'the Instrument' means the Instrument of Government of the Corporation;
- 'the Principal' means the Vice-Chancellor of the University;
- 'the Secretary of State' means the Secretary of state for Education;
- '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;  
'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;  
'the University' means the University of Portsmouth conducted by the Corporation; and  
'the Vice-Principals' means the Pro-Vice-Chancellors of the University.

**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.

**1.3** These Articles shall be interpreted without reference to the headings which are for general guidance only.

## **2 Conduct of the University**

**2.1** The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

## **3 Responsibilities of Board of Governors, Principal and Academic Board**

### **The Board of Governors**

**3.1** The Board of Governors shall be responsible:

- a** for the determination of the educational character and mission of the University and for oversight of its activities;
- b** for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- c** for approving annual estimates of income and expenditure;
- d** for the assignment and appraisal of the Principal and the Clerk to the Board of Governors;
- e** for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and

- f** for setting a framework for the pay and conditions of service 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:

- a** for making proposals to the Board of Governors about the educational character and mission of the University;
- b** for implementing the decisions of the Board of Governors;
- c** for the organisation, direction and management of the University and leadership of the staff;
- d** for 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;
- e** for the assignment and appraisal of holders of senior posts other than the Principal and the Clerk to the Board of Governors;
- f** for the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- g** for preparing annual estimates of income and expenditure for consideration by the Board of Governors, and for the management of budgets and resources within the estimates approved by the Board of Governors; and
- h** for 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**

**3.3** Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, to the responsibilities of the Principal, and (where applicable) to the requirements of validating and accrediting bodies, 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 the

- admission of students;
- b** the appointment and removal of internal and external examiners;
- c** policies and procedures for assessment and examination of the academic performance of students;
- d** the content of the curriculum;
- e** academic standards and the validation and review of courses;
- f** the procedures for the award of qualifications and honorary academic titles;
- g** the procedures for the expulsion of students for academic reasons;
- h** considering the development of the academic activities of the University and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
- i** 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 the Board of Governors. The number of members of any such committees and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

## **4 Academic Board**

**4.1** There shall be an Academic Board of no more than 40 members, comprising the Principal (who shall be Chairman) and such other members of staff and students as may from time to time be approved by the Board of Governors. The Principal may nominate a Deputy Chairman from among the members of the Academic Board to take the chair in his 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 comprise:

- a** Ex-officio the Principal, the Vice-Principal with responsibility for academic affairs, one other Vice-Principal appointed by the Principal, and the Deans of Faculty (no more than 10);
- b** Two members elected by and from each Faculty Executive (no more than 12) and two members of academic staff elected by and from the full- time academic staff in

- each Faculty (no more than 12);
- c** One member elected by and from the non-Faculty academic staff;
- d** Two members of the support staff elected by the support staff by a method agreed by the Support Staff Association and the Academic Board;
- e** Three members of the student body elected by a method agreed by the Students' Union and Academic Board.

**4.3** The Academic Registrar shall be the Clerk to the Academic Board.

## **5 Delegation of Functions and Committees**

**5.1** Subject to the following provisions of this Article, the Board of Governors may establish a committee of the Board of Governors 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 a committee or to the Chairman of the Board of Governors or to the Principal.

**5.2** The Board of Governors shall establish:

- a** a committee or committees to determine or advise on such matters relating to:
  - i.** employment policy; or
  - ii.** 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;
- b** an audit committee in accordance with the requirements of the Funding Council and consisting of at least 3 members of the Board. The Principal and the Chairman of the Board of Governors and staff and student Governors shall be ineligible to serve as members of the audit committee.

**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; and
- e** the varying or revoking of these Articles.

## **6 Appointment of a Clerk to the Board**

- 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 40% of the membership of whom more than half 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.

### **Convening of Meetings**

- 7.2**
- a** The Board of Governors shall meet at least four times in each year on such fixed dates as the Board of Governors shall determine in advance and if no such date has been determined on not less than 28 clear days notice.
  - b** A special meeting of the Board of Governors must be convened by the Clerk within 14 clear days of receipt of a written request from the Chairman or not less than 4 members of the Board of Governors to transact only the business specified in the request.
  - c** The Clerk shall ensure that written notice of a special meeting of the Board of Governors is despatched to all members of the Board of Governors not less than 6 clear days before the holding of the meeting.

### **Conduct of Governors**

- 7.3**
- a** Members of the Board of Governors shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.
  - b** A register of Governors' interests shall be maintained by the Clerk in accordance with rules made from time to time by the Board of Governors.
  - c** Governors must declare any pecuniary, family or other personal interest in any matter under discussion by the Board of Governors before the commencement of such discussion.
  - d** Governors who declare any such interest shall withdraw from a meeting of the Board of Governors or any committee of the Board of Governors whilst such matter is under discussion.

- e** This Article shall not prevent the Governors from considering and voting upon proposals for the Corporation to insure the Governors against liabilities incurred by them arising out of their office, or the Corporation obtaining such insurance and paying the premiums.

### **Chairman and Deputy Chairman**

- 7.4**
- a** At the first meeting in each financial year of the Corporation, the Board of Governors shall, by a simple majority vote of those Governors present, select two of their number to serve respectively as Chairman and Deputy Chairman of the Board of Governors for the year.
  - b** The Principal and staff and student Governors shall be ineligible for election as Chairman or Deputy Chairman of the Board of Governors.

### **Confidential Items**

- 7.5**
- a** Except with the permission of the Board of Governors, staff and student Governors shall withdraw from a meeting of the Board of Governors or any committee of the Board of Governors whilst an item concerning one or more named members of staff or students, or one or more prospective members of staff or students is under discussion.
  - b** The Principal shall withdraw from a meeting of the Board of Governors or any committee of the Board of Governors whilst any item concerning the Principal's position (including any personal interest) is under discussion.
  - c** Papers directly relating to a confidential item as referred to in Article 7.5(a) and (b) will not be circulated but will be tabled and recorded separately when the item is taken.

### **Documentation**

- 7.6**
- a** The Clerk shall ensure that copies of all necessary papers are provided for every meeting of the Board of Governors.
  - b** Copies of the agenda and all papers for consideration at a meeting of the Board of Governors shall normally be despatched to Governors at least 6 clear days before the holding of an ordinary meeting and normally at least 6 clear days before the holding of a special meeting.
  - c** Governors must notify the Clerk in writing of any matters which they wish to have included on the agenda of an ordinary meeting at least 14 clear days before the holding of that meeting.

- d The late circulation of papers will not preclude their consideration at any meeting of the Board of Governors unless the Board of Governors so decides. The Chairman or at least 3 Governors present may require the Board of Governors to vote on whether papers which have been circulated late should be precluded from consideration at that meeting.
- e Arrangements for the inspection of authorised papers of the Board of Governors or its committees shall be made for staff and students of the University, except where the material relates to one or more named members of staff or students, or one or more prospective members of staff or students, or to matters which the Board of Governors or any committee thereof, is satisfied should be dealt with on a confidential basis. For the purpose of this Article "authorised papers" shall mean the following:
  - i agenda;
  - ii draft minutes if approved by the Chairman of the meeting;
  - iii signed minutes;
  - iv reports or papers considered at meetings.
- f A copy of the minutes of each meeting of the Board of Governors as approved by the Chairman will be despatched to all members of the Board of Governors as soon as possible after the meeting, save that the minutes relating to a confidential item as referred to in Article 7.5(a) and (b) will be separately recorded and held by the Clerk in the Minute Book. The Principal will not be permitted access to the minutes relating to a confidential item as referred to in Article 7.5(b) and staff and student Governors will not be permitted access to the minutes relating to a confidential item as referred to in Article 7.5(a) without (in either case) the prior approval of the Chairman.

### **Resolutions and Voting Procedures**

- 7.7**
- a Any resolution put to the Board shall be formally proposed and seconded.
  - b Unless otherwise specified in these Articles, all decisions will be taken by simple majority vote of all those present and eligible to vote.
  - c A declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence without further proof.

- d In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- e Any resolution may be rescinded or varied at any subsequent meeting of the Board of Governors provided that advance notice of the intention to rescind or vary the same has been given to all the Governors in a specific item on the agenda for that meeting.

### **Appointment of new Governors**

**7.8** Where the Board of Governors is the appointing authority for the purposes of the Instrument, the provisions for the convening and conduct of meetings shall be as set out in Articles 7.1 to 7.7.

**7.9** Where the independent members are the appointing authority for the purposes of the Instrument, they shall form a committee of the Board of Governors for this purpose who shall elect a Chairman from among those present. The quorum for such committee shall be one half of all independent members.

**7.10** The voting procedures for the appointment of new Governors shall be as specified in Article 7.7 provided that:

- a where it is proposed to appoint an independent member to the Board of Governors, a majority of all independent members, whether or not taking part in the vote, shall approve such appointment; and
- b the appointment of a Governor 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.

### **Procedures of Committees of the Board**

**7.11** The rules of procedure of the Board of Governors as set out in Article 7 shall apply to all committees of the Board of Governors save as may otherwise be determined by the Board of Governors or specified in these Articles.

### **Procedures of the Academic Board**

**7.12** The Academic Board shall meet at least three times in each year on such dates as the Academic Board shall determine in advance and if no such date has been determined on not less than 28 clear days' notice. The Academic Board may determine its own rules of procedure subject to the approval of the Board of Governors, but, unless so determined, the rules of procedure of the Board of Governors as set out in Article 7 shall

apply to the Academic Board and in the case of inconsistency or conflict the rules of procedure of the Board of Governors shall prevail.

## **8 Appointment and Promotion of Staff**

**8.1** Each member of staff shall serve under a contract of employment with the Corporation. The Principal shall appoint all staff and be responsible for promotions in accordance with general arrangements agreed by the Board of Governors, save that the appointment of the Principal and other holders of senior posts shall conform to procedures established by the Board of Governors.

### **The Principal**

**8.2** Upon the occurrence of a vacancy or expected vacancy for the post of Principal, the post shall be advertised nationally.

## **9 Conduct of Staff**

**9.1** After consultation with the staff, the Board of Governors may make rules relating to the conduct of the staff.

### **Academic Freedom**

**9.2** 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 of losing their jobs or any privileges they may have at the University.

### **Staff Associations**

**9.3** There shall be an Academic Staff Association and a Support Staff Association at the University. These shall be conducted in accordance with constitutions which have been approved by the Board of Governors, and no amendment to or rescission of such constitutions, in whole or in part, shall be valid unless and until approved by the Board of Governors.

## **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 full pay, the Principal or, having consulted the Principal when available, the holder of any other 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 shall be practicable.

**10.2** The Principal may suspend from duty, with full pay, any member of staff 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 Article 10.1 or 10.2 shall be entitled to receive from the Principal, or in the case of the holders of senior posts, the Chairman of the Board of Governors or, in the absence of the Chairman, the Deputy Chairman, 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 Article 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 10.6 or of a notification from the Principal under Article 10.13;
- b** any appeal made under Article 10.4(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.

**10.5** Subject to the responsibilities of the Board of Governors and the Principal under Article 3, the Principal may delegate all or any of the powers of suspension vested in him by these Articles to any Vice-Principal.

### **Dismissal**

#### **Holders of senior posts**

**10.6** If the Chairman of the Board of Governors, or in the absence of the Chairman 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 Principal or, upon the advice of the Principal the holder of any other senior post, the Chairman, Deputy Chairman or the 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 practicable to examine the facts, otherwise investigate the grounds for dismissal and make a report to the Board of Governors.

- 10.7** 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 may be accompanied and represented by a friend.
- 10.8** 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.
- 10.9** 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 may be accompanied and represented by a friend.
- 10.10** The Special Committee shall consist of five members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chairman, the Principal and staff and student Governors shall not be eligible for membership of the Special Committee.
- 10.11** 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 10.6 to 10.10.

#### **Other Members of Staff**

- 10.12** **a** The Principal may dismiss any member of the staff other than the holder of a senior post.
- b** If the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- 10.13** Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 10.12(b) do not prevail he

shall notify the member of staff concerned of that proposal. That staff member shall be given the 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.

- 10.14** Where a staff member has been dismissed pursuant to Article 10.12(b) or a decision to dismiss has been taken pursuant to Article 10.13, 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.
- 10.15** 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 shall include rights of representation. Subject to the responsibilities of the Board of Governors and the Principal under Article 3, the Principal may delegate all or any of the powers of dismissal vested in him by these Articles to any Vice-Principal.

## **11 Grievance Procedures**

- 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 the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion on disciplinary grounds.

**12.3** There shall be provision whereby representations on matters of proper concern to the students may be made on their behalf to the Board of Governors, Academic Board or the Principal as may be appropriate.

**12.4** In exercise of its responsibilities under Article 3.3(g), 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**

### **Fees**

**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 Funding Council).

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

**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**

**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.

## **17 Date of Articles**

These new Articles shall come into operation on 1 May 1997.

Given under the Common Seal of the **UNIVERSITY OF PORTSMOUTH HIGHER EDUCATION CORPORATION** on this 16th day of April 1997.

**Responsible Officer: Clerk to the Board of Governors**