

ARTICLES OF GOVERNMENT

NORWICH UNIVERSITY OF THE ARTS

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HIGHER EDUCATION COPORATION**

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In exercise of the power conferred upon it by Section 125 of the Education Reform Act 1988, the Norwich University of the Arts higher education corporation makes the following Articles of Government in accordance with which the Norwich University of the Arts shall be conducted.

1 INTERPRETATION

- 1) In these Articles words and expressions shall have meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 1 October 1994 and

“the Council” means the Board of Governors of the University who are the members of the Corporation;

“the Senate” means the Academic Board of the University;

“the Vice-Chancellor” means the Principal of the University;

“the Chancellor” means the Chancellor of the University;

“the holders of senior posts” means the Vice-Chancellor, the Clerk and the holders of such other senior posts as the Council may determine and “holder of a senior post” shall be construed accordingly;

“the staff” includes both teaching and other staff of the University;

“governor” means an independent or co-opted member of the Council appointed in accordance with paragraph 5(1) to 5(7) of the Instrument of Government;

“staff governor” means a member of the Council appointed on the nomination of the Senate, or as a co-opted nominee;

“student governor” means a member of the Council appointed as a student nominee or a co-opted student nominee; and

“a students’ union” means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

2 CONDUCT OF THE UNIVERSITY

- 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 COUNCIL, VICE-CHANCELLOR, SENATE AND CHANCELLOR

- 1) The Council shall be responsible for:
 - a) the determination of the educational character and mission of the University and for the oversight of 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, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
 - e) setting a framework for the pay and conditions of service of all other staff.

The Vice-Chancellor

- 2) Subject to the responsibilities of the Council, the Vice-Chancellor shall be the chief executive of the University, and shall be responsible for:
 - a) making proposals to the Council about the educational character and mission of the University, and for implementing the decisions of the Council;
 - b) the organisation, direction and management of the University and leadership of the staff;
 - c) the appointment assignment, grading, appraisal, suspension, dismissal, and determination – within the framework set by the Council – of the pay and conditions of service of staff other than holders of senior posts;
 - d) the determination, after consultation with the Senate, 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 Council, and for the management of budget and resources, within the estimates approved by the Council; 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 Senate

- 3) Subject to the provision of these Articles, to the overall responsibility of the Council, and to the responsibilities of the Vice-Chancellor, the Senate shall be responsible for:

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- a) general issues relating to the research, scholarship, teaching and courses at the University including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum, academic standards and validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
 - b) considering the development of academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Council thereon; and
 - c) advising on such other matters as the Council or the Vice-Chancellor may refer to the Senate.
- 4) The Senate 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 Council. The number of members of any such committee and the term on which they are to hold and vacate office shall be determined by the Senate.

The Chancellor

- 5) The Chancellor is an honorary title. The role of the Chancellor will be to act as the ceremonial head of the University with the following responsibilities:
- a) to attend relevant ceremonial occasions, in particular the annual Graduation ceremonies;
 - b) to visit the University from time to time during the year and to support its vision, purpose, mission, commitments and values as is possible;
 - c) to support, where possible, other events during the University year;
 - d) to act as an ambassador in support of the University, advancing its interests to appropriate national and regional audiences;
 - e) to act as advocate to the University with regard to supporting its mission and future ambitions in higher education and the creative industry contexts.

4 SENATE

- 1) There shall be a Senate of no more than thirty members, comprising the Vice-Chancellor (who shall be Chair) and such other numbers of staff and students as may from time to time be approved by the Council, as follows:
- Vice-Chancellor (Chair)
 - Deputy Vice-Chancellor
 - Members of the Senior Management Team
 - Up to three elected academic staff
 - Up to three elected professional services staff

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- Students' Union President
 - The office of the Academic Registrar will act as convening secretary to the Senate. The Strategic Management Group are ex-officio members of the Sub-Committees of the Senate, as appropriate.
- 2) The Vice-Chancellor may nominate a Deputy Chair from among the members of the Senate to take the Chair in their place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Council.

5 DELEGATION OF FUNCTIONS AND COMMITTEES

- 1) Subject to the following provisions of this Article, the Council may establish committees for any purpose of function, other than those assigned elsewhere in these Articles to the Vice-Chancellor or to the Senate, and may delegate powers to such committees or to the Chair of the Council or to the Vice-Chancellor.
- 2) The Council shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Council may remit to them. The members of the committee or committees shall be drawn from the Council other than staff or student governors.
- 3) The Council shall not, however, delegate the following:
- the determination of the educational character and mission of the University;
 - the approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
 - the appointment or dismissal of the Vice-Chancellor; or
 - the varying or revoking of these Articles.

6 APPOINTMENT OF CLERK TO THE COUNCIL

- 1) The Council shall appoint a Clerk to act as secretary to the Council.

7 PROCEDURES FOR MEETINGS

- 1) The quorum for meetings of the Council shall be eight members of whom five 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 a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
- 2) Members of the Council shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, except where acting as a proxy for another member.
- 3) The Governors shall at their first meeting following incorporation in each year commencing on 1st September elect a Chair and a Deputy Chair of their meetings for the year. The Chair and Deputy Chair shall always be members

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of the Council. A Governor who is a member of the staff of the University or who is a student of the University shall not be eligible for election as Chair or Deputy Chair. At a meeting of the Council, the Chair, if present shall preside. If the Chair and Deputy Chair are absent from a meeting of the Council, such Governor as the Council shall choose will preside. The Chair or Deputy Chair shall be eligible for re-election. A casual vacancy in the Chair will be filled by electing a Chair or Deputy Chair for the unexpired portion of the year.

- 4) The Governors shall hold a meeting of the Council at least once in every term. All meetings of the Council shall be summoned by the Clerk to the Council. A special meeting shall be summoned at any time on the request, either of the Chair, or, in writing, of any five Governors (whose names shall appear on the summons). At least five clear days before any meeting of the Council a summons to attend the meeting, specifying the business proposed, shall be sent by the Clerk to the usual place of residence of each Governor or such other address as the Governors may have notified in writing to the Clerk. Except with the consent of the majority of the Governors present and voting, no business shall be transacted other than that specified in the summons to attend the meeting.
- 5) If any Governor has a direct or indirect pecuniary interest or family or other personal interest in any matter to be discussed by the Council that Governor shall declare an interest and withdraw from the meeting while the matter is discussed. Any Governor who is related to an applicant for a post in the University shall declare an interest and take no part in the appointment.
- 6) The Council may by resolution require the withdrawal of staff or student Governors or members of committees, where appropriate, at any meeting where a named member of staff or student, or prospective member of staff, is being considered. The Council may similarly require the withdrawal of the Vice-Chancellor from the meeting or part thereof where the Vice-Chancellor's own position is under discussion.
- 7) Every question to be determined at a meeting of the Council shall be determined by majority of the votes of the Governors present and voting on the question.
- 8) Save where Paragraph 5 to Schedule 7A of the Education Reform Act 1988 provides that the appointing authority for independent members shall be the independent members of the Corporation, all members of the Corporation, appointed subsequent to the appointment of first members by the Secretary of State, shall be appointed at a meeting of the Corporation on a majority vote of those present and voting. The quorum for such meetings shall be eight members of whom at least five shall be independent members. Where the Corporation will consider the appointment of a person over the age of seventy, then the quorum shall be twelve, of whom at least six shall be independent members.
- 9) Where the appointing authority shall be the independent members of the Corporation, the independent members shall form a committee of the Corporation. The committee will appoint any member on a majority vote of those present and voting. The quorum shall be five independent members. Where independent members will consider the appointment of a person over the age of seventy, then the quorum shall be six. The Chair of the committee shall be the Chair of the Corporation or in his absence the Deputy Chair.

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Where both are absent or are not independent members the committee shall elect a Chair from those present. The Chair of the committee shall have a second or casting vote.

- 10) Voting by either appointing authority shall be by ballot. The notice required for all meetings at which appointments are to be made shall be five clear days.
- 11) Persons over the age of seventy shall only be appointed where the vote represents an absolute majority of all the members of the appointing authority (whether or not taking part in the vote).
- 12) Minutes shall be kept of the proceedings of the Council and its Committees for inspection by students and staff of the University. Except where material relates to named members of staff or students, or prospective members of staff or students, or to matters which the Council or any Committee thereof, as appropriate, are satisfied should be dealt with on a confidential basis, the following should be available for such inspection:
 - Agenda
 - Draft minutes, if they have been approved by the Chair of the meeting;
 - Signed minutes; and
 - Reports or papers considered at meetings
- 13) Any resolution of the Council may be rescinded or varied at a subsequent meeting provided that due notice of the intention to propose the rescission has been given to all the Governors.

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 a vacancy or expected vacancy for the post of Vice-Chancellor, the post shall be advertised nationally.

9 CONDUCT OF STAFF

- 1) After consultation with the staff, the Council shall make rules relating to the conduct of staff.

Academic Freedom

- 2) In making rules under Article 9 (1), the Council shall have regard to the need to ensure academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the University.

10 SUSPENSION AND DISMISSAL OF STAFF

Suspension

- 1) The Chair of the Council or in the absence of the Chair, the Deputy Chair, may suspend from duty, with pay, the holder of a senior post for misconduct or

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- other good and urgent cause. The Chair or Deputy Chair shall report such suspension in writing to the Council within two working days or as soon thereafter as practicable.
- 2) The Vice-Chancellor or in his absence a senior post holder approved by the Council 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.
 - 3) Anyone who is suspended from duty under Articles 10(1) or 10(2) shall be entitled to receive from the Vice-Chancellor, or in the case of the holders of senior posts, from the Chair or Deputy Chair of the Council, 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) or 10(2) shall be specified in rules made by the Council 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 Council 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 under Article 10(12).
 - b) any appeal made under 10(4)(a) shall be considered as soon as practicable, and
 - c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

(i) Holder of senior posts including the Vice-Chancellor and the Clerk

- 5) If the Chair of the Council, or in his absence the Deputy Chair or a majority of the members of the Council, considers that it may be appropriate for the Council to dismiss the holder of a senior post, the Chair, Deputy Chair or Council as appropriate shall refer the matter to a Special Committee of the Council, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal, and make a report to the Council.
- 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 Council, a copy of which shall be sent to the person to whom it relates. The report shall set out the fact relating to the case and any considerations which the Committee considers should be taken into account in the Council's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Council.

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- 8) The Council 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 Council, including oral representations for which purpose he or she may be accompanied and represented by a friend.
- 9) The Special Committee shall consist of five members of the Council. The Chair of the Council, the Deputy Chair, the Vice-Chancellor, staff and student governors shall not be eligible for membership of the Special Committee.
- 10) The Council shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 10(5) to 10(9).

(ii) Other Members of Staff

- 11) The Vice-Chancellor may dismiss any member of staff other than the holder of a senior post and 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.
- 12) Where the Vice-Chancellor proposes to dismiss such a member of staff and the circumstances described in 10(11) do not prevail he shall notify the member of staff concerned of the proposal. That staff member shall be given the opportunity to make representations to the Vice-Chancellor (including oral representations, for which the staff member may be accompanied and represented by a friend) before any decision to dismiss by the Vice-Chancellor is taken.
- 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 dismissal or decision, as the case may be, to the Council. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
- 14) Procedures for the dismissal of staff by the Vice-Chancellor and for consideration of appeals against dismissal shall be specified in rules made by the Council after consultation with the staff. The rules should include rights of representation.

11 GRIEVANCE PROCEDURES

- 1) After consultation with the staff the Council shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

12 STUDENTS

- 1) A student's union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council and shall present audited accounts annually to the Council. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Council.

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- 2) The Council, after consultation with the Senate and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- 3) In exercise of their responsibilities under Article 3(3)(a), the Senate, after consultation with the Council and representatives of students, shall determine procedures for the expulsion of a student for unsatisfactory standard of work or other academic reasons.
- 4) The Council shall ensure, by the provision for students of committee membership and avenues of direct access, an appropriate opportunity to raise matters of proper concern to them at all levels in the University.

13 FINANCIAL MATTERS

Fees

- 1) The Council 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 appropriate Higher Education Funding Council).

Accounts Estimates and Audit

- 2) The Council 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 for the consideration and approval of the Council.

14 RULES AND BYE-LAWS

- 1) The Council 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 DATES OF ARTICLES

- 1) These Articles shall come into operation on 7 December 2012.