

# TEESSIDE UNIVERSITY ARTICLES OF GOVERNMENT

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

## 1. INTERPRETATION

- 1.1 In these Articles, words and expressions shall have the meanings ascribed to them in Paragraph I of the Instrument of Government made by the Privy Council on the 26th day of April 1993, and:

"the holders of senior posts" means the Principal, the Clerk to the Board of Governors 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.

"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 as a co-opted student nominee.

"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.

- 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.

## 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 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 the safeguarding of their assets;
- (c) the review and final approval of annual estimates of income and expenditure;
- (d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of all holders of senior posts, and the assignment of duties and appraisal of the Principal and the Clerk to the Board of Governors;
- (e) setting a framework for the pay and conditions of service of all staff (other than those specified in 3.1(d));
- (f) the consideration of the amendment or revocation of these Articles of Government (in accordance with the provisions of Article 16).

#### 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 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 assignment of duties and appraisal of the holders of senior posts (including the Clerk to the Board of Governors in the capacity of the University Secretary & Registrar); and, within the framework set by the Board of Governors, the appointment, assignment of duties, grading, appraisal, suspension, dismissal, and determination of the pay and conditions of service of staff other than the holders of senior posts;
- (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- (e) the preparation of 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;

- (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 the implementation of decisions to expel students for academic reasons;
- (g) the determination of the dates of terms and holidays for the University, after consultation with the Academic Board.

#### The Academic Board

3.3 Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Academic Board shall be responsible for:

- (a) 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;
- (b) general issues relating to the research, scholarship, teaching and courses at the University, including:
  - i. criteria for the admission of students;
  - ii. the appointment and removal of internal and external examiners;
  - iii. policies and procedures for assessment and examination of the academic performance of students;
  - iv. the content of the curriculum;
  - v. academic standards and the validation and review of courses;
  - vi. the procedures for the award of qualifications and honorary academic titles;
  - vii. the procedures for the expulsion of students for academic reasons.

Such responsibility shall be subject to the requirements of validating and accrediting bodies, where appropriate;

- (c) 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. 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. Membership of such committees may include staff and students who are not members of the Academic Board.

3.5 So far as is practicable, and without affecting the responsibilities of the Academic Board as defined in Article 3.3, the Academic Board shall delegate to subordinate Boards in Schools and Departments matters not directly affecting other Schools and Departments or the University as a whole.

#### 4. **ACADEMIC BOARD**

4.1 There shall be an Academic Board which shall consist of no more than thirty members, comprising the Principal (who shall be the Chair) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Principal may nominate a Deputy 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.

4.2 The constitution of the Academic Board shall include:

- (a) The Principal.
- (b) The Deputy Principals, or equivalent.
- (c) The Deans, or equivalent.
- (d) Such a number of Directors and Heads of academic and related departments and Associate Deans and equivalent posts as may be determined from time to time by the Board of Governors.
- (e) Such a number of members of the academic staff elected by the academic staff as may be determined from time to time by the Board of Governors, provided that this category shall not be lower than seven members.
- (f) Two members of the full time non-teaching staff elected by the full time non-teaching staff.
- (g) Two students elected by the students.
- (h) Not more than two co-opted members, who may be students, members of the staff, members of the Governing Body, or members of Teesside University Partnership.

Taken together, the following categories of member shall normally number fifteen - Deputy Principals and Deans or equivalents, Directors and Heads of academic and related Departments, Associate Deans of Schools and equivalent posts - but may number up to eighteen.

## 5. DELEGATION OF FUNCTIONS AND COMMITTEES

- 5.1 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 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 Principal.
- 5.2 The Board of Governors shall establish an Audit Committee and 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 such committee or committees shall be drawn from the Board of Governors other than staff or student Governors.
- 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;
  - (e) the varying or revoking of these Articles.

## 6. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

- 6.1 The Board of Governors shall appoint a Clerk to act as Secretary to the Board of Governors.

## 7. PROCEDURES FOR MEETINGS

### The Board of Governors

- 7.1 The quorum for meetings of the Board of Governors shall be ten members of whom six 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.
- 7.2 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, except where acting as a proxy for another member in making appointments, as provided for in Article 7.6.
- 7.3
- (a) The members of the corporation shall elect two of their members to be respectively Chair and Deputy Chair. Before each election of Chair and Deputy Chair, the Board of Governors shall specify a period of office.
  - (b) The Chair and Deputy Chair shall vacate office before the end of this specified period, either on the expiry of their Membership of the Board, or in accordance with a

resolution to this effect which has been supported by a majority of those in Membership at the date of the meeting.

- (c) On the occurrence of simultaneous vacancies in the offices of Chair and Deputy Chair, the Clerk shall summon a special meeting of the Board to agree the process for appointment of a Chair and Deputy Chair as soon as reasonably practicable, but giving notice in writing at least 5 working days before the meeting. During the interim period before the special meeting, the Clerk shall invite Members of the Board to nominate a Governor to undertake the position of Acting Chair.
  - (d) If both the Chair and Deputy Chair are absent from any meeting of the Board of Governors, the members shall, before any other business is transacted, choose one of their number to preside at that meeting.
  - (e) A member of the Corporation who is employed at the University or who is a student of the University is not eligible for election as Chair or Deputy Chair.
- 7.4
- (a) The Board of Governors shall hold a meeting at least three times in every academic year.
  - (b) All meetings of the Board of Governors shall be summoned by the Clerk to the Governors who shall give notice in writing and circulate papers at least five working days before every ordinary and every special meeting.
  - (c) The Clerk to the Governors shall summon a special meeting at any time on request in writing either of the Chair of the Governors or of any six Governors, at least four of whom must be independent members.
  - (d) Want of service of the summons on any Governor shall not affect the validity of a meeting.
- 7.5
- (a) Every question to be determined at a meeting of the Governing Body 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 of the meeting shall have a second or casting vote.
  - (b) The minutes of the proceedings of the Governors shall be kept by the Clerk to the Governors in a book provided for the purpose.
  - (c) If, at the time appointed for a meeting, a sufficient number of Governors to form a quorum is not present, or if at any meeting the business is not completed, the meeting shall stand adjourned *sine die* and a special meeting shall be summoned as soon as conveniently may be. A meeting may be adjourned by resolution.
- 7.6
- (a) Where the Corporation is required by the Instrument to be the appointing authority, no appointment shall be valid unless the appointment was made at a quorate meeting with the agreement of a majority of those in membership of the Corporation at the date of the meeting (whether or not taking part in the vote) including any members whose term of office is due to expire within six months. The quorum shall be as required by Article 7.1 for all meetings to the Board. Members unable to attend may appoint proxies from among the other members of the corporation, for the purpose of voting on this item. Voting on this item shall be by secret ballot.

- (b) Where an Appointments Committee consisting of all independent members is required by the Instrument to be the appointing or approving authority, no appointment or approval shall be valid unless the appointment or approval was made at a quorate meeting of the Committee with the agreement of at least two thirds of those in membership of the Committee at the date of the meeting, (whether or not taking part in the vote) including any members whose term of office is due to expire within six months. The quorum for the Appointments Committee shall be a majority of those in membership at the date of the meeting. Members unable to attend may appoint proxies from among the other members of the Appointments Committee. Voting at the Appointments Committee shall be by secret ballot.
  - (c) Notice of at least ten working days shall be given of any meeting at which it is proposed to appoint or approve members of the Corporation.
- 7.7
- (a) If a member of the Board of Governors has any pecuniary, family or personal interests in any matter under discussion, he or she will disclose the fact as soon as practicable at the meeting and shall take no part in the consideration or discussion of, or vote on, any question with respect to the matter under discussion.
  - (b) The Chair shall determine the application of the foregoing paragraph to specific circumstances.
  - (c) The provisions of Sub-Article 7.7 (a) above shall not prevent the Board of Governors from considering and voting upon proposals for the Corporation to insure the Members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums therefor.
- 7.8
- (a) Any Governor who is a member of the staff of the University, other than the Principal, shall withdraw from that part of the meeting of the Board of Governors, or a Committee of the Board, at which there is consideration of a named member of staff or prospective member of staff.
  - (b) The Principal shall withdraw from any meeting or part thereof when his or her own position is under discussion.
  - (c) The Student Governor shall withdraw from that part of any meeting of the Board of Governors, or a Committee of the Board, at which there is consideration of a named member of staff or student, or prospective member of staff or student.
- 7.9
- Copies of the agenda, papers and signed minutes of the Board of Governors and its committees shall be available for inspection by the staff and students of the University except where papers relate to named members of staff or students or prospective members of staff or students, or where papers relate to matters which the Board of Governors (or any committee thereof, as appropriate) determines should be dealt with on a confidential basis.

#### Academic Board

- 7.10 (a) The Academic Board shall hold a meeting at least three times in every academic year.

- (b) The Principal shall appoint a Secretary to the Academic Board.
- (c) All meetings shall be summoned by the Secretary to the Academic Board who shall give notice in writing and circulate papers at least five working days before every ordinary and every special meeting.
- (d) The Secretary to the Board shall summon a special meeting at any time on request in writing either from the Chair or from any five members.
- (e) Want of service of summons on any member shall not affect the validity of the meeting.
- (f) The proceedings of the Board shall not be invalidated by any vacancy in their numbers or by any defect in the election or appointment of any member.
- (g) Every question to be determined at a meeting of the Board shall be determined by a majority of the votes of the members present and voting on the question, and where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- (h) The quorum of the Academic Board shall be one-third of the whole number of members in post on the date of the meeting.
- (i) The minutes of the proceedings of the Academic Board shall be kept by the Secretary to the Board in a book provided for the purpose and copies shall be submitted to the Governors for information.

## **8. APPOINTMENT AND PROMOTION OF STAFF**

- 8.1 Each member of staff shall serve under a contract of employment with the Corporation.
- 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 shall make rules relating to the conduct of the staff.

### Academic Freedom

- 9.2 In making rules under Article 9.1, the Board of Governors shall have regard to the need to ensure that academic staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.



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

### Suspension

- 10.1 The Chair of the Board of Governors 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 other good and urgent cause. The Chair, or Deputy Chair, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- 10.2 The Principal may suspend from duty, with pay, any member of the staff, other than the holder of a senior post, for misconduct or other good and urgent cause.
- 10.3 Anyone who is suspended from duty under Articles 10.1 or 10.2 shall be entitled to receive from the Principal, or in the case of the holders of senior posts from the Chair or Deputy Chair of the Board of Governors, written notification within three working days 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 Articles 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 10.5 or of a notification from the Principal under Article 10.12;
  - (b) any appeal made under 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;
  - (d) in the absence of the Principal, a nominated Deputy may exercise the authority of the Principal to suspend from duty, in accordance with the provisions of this Article, and without affecting the responsibilities of the Principal to ensure compliance with the preceding provisions of this Article and the rules made under the authority of this Article.

### Dismissal of Holders of Senior Posts including the Principal and the Clerk to the Board of Governors

- 10.5 If the Chair of the Board of Governors, or in his/her absence the Deputy Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chair, Deputy Chair or the 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 ground for dismissal, and make a report to the Board of Governors.
- 10.6 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.

- 10.7 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 facts relating to the case and any matters which the Committee considers should be taken into account in the Board's determination of the matter. The report should not contain recommendations as to the decision to be taken by the Board of Governors.
- 10.8 The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors including oral representations for which purpose he or she may be accompanied and represented by a friend.
- 10.9 The Special Committee shall consist of five members of the Board of Governors. The Chair of the Board of Governors, the Deputy Chair and the Principal shall not be eligible for membership of the Special Committee.
- 10.10 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.

#### Dismissal of Members of Staff other than Holders of Senior Posts

- 10.11 The Principal may dismiss any member of the staff, 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.
- 10.12 Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 10.11 do not prevail, he/she shall notify the member of staff concerned of that proposal in writing. That staff member shall be given an opportunity within 10 working days 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.
- 10.13 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 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.
- 10.14 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 should include rights of representation.

### **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 of a student for reasons other than an unsatisfactory standard of academic work, and including procedures for appeal against suspension and expulsion.
- 12.3 In exercise of their responsibilities under Article 3.3(b), 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, and procedures for appeal against expulsion.
- 12.4 The Principal shall determine whether in a particular instance to apply the procedures established under Article 12.2 or the procedures established under Article 12.3.
- 12.5 The Board of Governors shall ensure that there is provision whereby representations on matters of proper concern to the students can be made on their behalf by their elected representatives to the Governors, Principal or the Academic Board as may be appropriate in the light of the responsibilities established in Article 3.

## 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 appropriate Higher Education Funding Council).

### Accounts, Estimates and Audit

- 13.2 The Board of Governors shall keep accounts and records of the Corporation's income and expenditure and shall 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 Articles shall come into operation on 19 January 1996.  
Modified by order of the Privy Council dated 6 October 2010.