

**INSTRUMENT OF GOVERNMENT**  
**OF**  
**UNIVERSITY OF LANCASHIRE HIGHER EDUCATION**  
**CORPORATION**

1. INSTRUMENT OF GOVERNMENT

- 1.1 In exercise of the powers conferred upon it by section 124ZA of the Education Reform Act 1988, the University of Lancashire Higher Education Corporation makes the following Instrument of Government in accordance with which the Corporation shall be constituted.

2. INTERPRETATION

- 2.1 In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph:

<b>"Academic Board"</b>	means the Academic Board of the University constituted in accordance with the Articles;
<b>"Articles"</b>	means the Articles of Government in accordance with which the University is conducted;
<b>"Board of Governors"</b>	means the members of the Corporation who are the governing body of the University, also known as the "Board";
<b>"Clerk"</b>	means the person appointed to the office of the Clerk to the Board of Governors in accordance with the Articles;
<b>"Corporation"</b>	means the University of Lancashire Higher Education Corporation;
<b>"document"</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>"Education Reform Act"</b>	means the Education Reform Act 1988 as amended from time to time;
<b>"electronic form"</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>"governor"</b>	means a member of the Corporation, and includes any person occupying the position of governor, by whatever name called;

<b>"independent governor"</b>	means a governor appointed in accordance with paragraph 4.2.1 who is neither a member of staff nor a student of the University;
<b>"Instrument"</b>	means the Instrument of Government of the Corporation;
<b>"OfS"</b>	means the Office for Students;
<b>"Secretary of State"</b>	means the Secretary of State for Education or any successor thereto;
<b>"Seal"</b>	means the Corporation seal;
<b>"staff"</b>	includes both the academic and professional services staff of the University;
<b>"student governor"</b>	means a governor appointed as a student nominee;
<b>"Students' Union"</b>	means any association of the generality of students formed to further the educational purposes of the University and the interests of the students as students;
<b>"University"</b>	means the University of Lancashire conducted by the Corporation;
<b>"Vice Chancellor"</b>	means the person appointed to act as Vice Chancellor of the University;
<b>"Writing"</b>	includes e-mail but excludes text messages and other communications in electronic form.

2.2 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.

2.3 Headings to this Instrument and the Articles are inserted for convenience only and shall not affect construction.

### 3. NAME OF CORPORATION

3.1 The Board of Governors may, by resolution, change the name of the Corporation with the consent of the Office for Students.

### 4. MEMBERSHIP OF THE BOARD OF GOVERNORS

4.1 The Board of Governors shall consist of:

4.1.1 not less than twelve and not more than nineteen governors appointed in accordance with the following provisions; and

4.1.2 the person who is for the time being the Vice Chancellor.

- 4.2 Of the appointed governors:
    - 4.2.1 up to fifteen shall be independent governors;
    - 4.2.2 up to two shall be members of the staff of the University appointed by the Board of Governors; and
    - 4.2.3 up to two shall be students of the University nominated by the students thereof.
  - 4.3 Independent governors shall be persons appearing to the Board of Governors to have relevant skills and experience on the basis of a balanced skill set against a matrix of required skills approved by the Board of Governors from time to time.
  - 4.4 The Board of Governors is the appointing authority in relation to the appointment of any member of the Board of Governors.
  - 4.5 In appointing members in accordance with paragraph 4.2 the Board of Governors shall ensure that there is always a majority of independent governors on the Board of Governors.
  - 4.6 A person above who is:
    - 4.6.1 employed at the University in any capacity; or
    - 4.6.2 a full time student at the Universityis not eligible for appointment as a member of the Board of Governors otherwise than under paragraph 4.2.2 or 4.2.3.
  - 4.7 For the purposes of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when they have been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any local office held by them in the Students' Union.
  - 4.8 It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a governor of the Board of Governors of any description or category.
5. TENURE OF OFFICE OF GOVERNORS
- 5.1 The period of office of governors in each of the variable categories set out in paragraph 4.2 above shall be:
    - 5.1.1 for members of the staff appointed under paragraph 4.2.2, an initial probationary term of one year, followed by up to two further terms of up to three years each up to a maximum of seven years, subject always to them remaining an employee of the University;
    - 5.1.2 for a student governor appointed under paragraph 4.2.3, an initial term of up to one year, followed by a further term of up to one year up to a maximum of two years, subject always to them remaining a student of the University;
    - 5.1.3 for independent governors appointed under paragraph 4.2.1, an initial probationary term of one year, followed by up to two terms of up to three years each (with the exact term being as approved by the Board of Governors) PROVIDED ALWAYS that in exceptional circumstances the Board of Governors may approve an independent governor having an extra term of office for an

additional term not exceeding three years but so that no independent governor shall serve as a governor for more than 10 years (including periods as Chair and/or Deputy Chair of the Board of Governors).

5.2 A governor may at any time by notice in writing to the Clerk resign their office.

5.3 If at any time the Board of Governors is satisfied that any governor:

5.3.1 has been absent without reasonable excuse from three consecutive scheduled meetings of the Board of Governors or for sixty per cent or more of the scheduled meetings of the Board of Governors in any academic year of the University without in either case the permission of the Board of Governors; or

5.3.2 is unable or unfit to discharge the functions of a governor; or

5.3.3 has ceased to be a 'fit and proper' person as defined in the Regulatory Guidance of the OfS; or

5.3.4 has engaged in conduct bringing themselves or the University into disrepute or that person has acted against the interests of the University or in breach of their duties as a governor or is involved in a conflict of interest with the University which is not approved in accordance with this Instrument

then the Board of Governors may by notice in writing to that governor remove them from office in accordance with rules made by the Board of Governors.

## 6. CHAIR, DEPUTY CHAIR AND SENIOR INDEPENDENT GOVERNOR

6.1 The Board of Governors shall elect one of the independent governors to be Chair and one of the independent governors to be Deputy Chair for a term or terms of office approved by the Board of Governors (not to exceed three years per term), which term of office shall be taken into account in determining the maximum period of office of a governor. The Chair and Deputy Chair shall be eligible for reappointment.

6.2 If both the Chair and the Deputy Chair are absent from any meeting the governors present shall, before any other business is transacted, choose one of their number to preside at the meeting.

6.3 In the event of a casual vacancy occurring in the office of the Chair or Deputy Chair the Board of Governors shall as soon as possible elect one of the independent governors to fill the vacancy.

6.4 The Board of Governors shall appoint an independent governor (other than the Chair or Deputy Chair) to be the senior independent governor to fulfil such functions and to have such responsibilities as may be agreed by the Board of Governors from time to time.

## 7. EXPENSES AND ALLOWANCES OF GOVERNORS

7.1 No governor shall (without the approval of the Board of Governors and the Charity Commission or other regulator of the Corporation from time to time appointed) be either appointed to any paid office of the Corporation or receive any remuneration or other benefit in money or money's worth, but so that in any event not more than half the governors shall be so remunerated or receive such benefits.

7.2 The Board of Governors shall determine allowances and expenses to be paid to governors for attendance at its meetings, meetings of committees, and such other activities as require attendance of governors at the University or any other place to conduct business on behalf of the University.

8. CORPORATION SEAL

- 8.1 To the extent that the Corporation shall have a Seal from time to time then the Seal shall be applied to such documents required by law and to such other documents as the Board of Governors shall determine and, in such manner, as approved by the Board of Governors from time to time.

9. AMENDMENT OF INSTRUMENT

- 9.1 This Instrument may be amended or replaced by a resolution of the Board of Governors in accordance with section 124ZA of the Education Reform Act.

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# **ARTICLES OF GOVERNMENT**

## **OF**

### **UNIVERSITY OF LANCASHIRE HIGHER EDUCATION CORPORATION**

#### **1. ARTICLES OF GOVERNMENT**

- 1.1 In exercise of the powers conferred upon it by section 124E of the Education Reform Act, the University of Lancashire Higher Education Corporation makes the following Articles of Government in accordance with which the University shall be conducted.

#### **2. INTERPRETATION**

- 2.1 In these Articles words and expressions shall have the meanings ascribed to them in paragraph 2 of the Instrument of Government.

#### **3. CONDUCT OF THE UNIVERSITY**

- 3.1 The University shall be conducted in accordance with the provisions of the Education Reform Act, the Further and Higher Education Act 1992 (as amended), the Higher Education and Research Act 2017, and any relevant regulations, orders or directions made by the Secretary of State or by the OfS, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

#### **4. POWERS OF THE UNIVERSITY**

- 4.1 The University's principal powers are set out in the Education Reform Act and are to provide higher education and further education and to carry out research and to publish the results of the research or any other material arising out of it or connected with it in such manner as the University thinks fit.

- 4.2 The University shall, without limitation, have the power to do anything which appears to be necessary or expedient for the purpose of, or in connection with, the exercise of its principal powers. In particular, the University shall have the power, so far as permitted by charity law, to:

4.2.1 award degrees and other academic awards (pursuant to an order granted under the Further and Higher Education Act 1992) and to deprive any person of such awards;

4.2.2 co-operate, collaborate or enter into any arrangement with other institutions and individuals, award dual degrees and/or other awards, and affiliate or incorporate into the University any other body or organisation with objects that align with the University's objects and take over its students, property, rights, liabilities and staff;

4.2.3 borrow or raise funds and, in connection with the borrowing or raising of such funds, to give security, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;

4.2.4 give guarantees on its own behalf or on behalf of its subsidiaries.

## **5. RESPONSIBILITIES OF BOARD OF GOVERNORS AND VICE CHANCELLOR**

### **5.1 The Board of Governors**

5.1.1 The Board of Governors shall be responsible for the strategic direction and sustainability of the Corporation, for which purpose it may exercise all the powers of the University other than those assigned elsewhere in these Articles to the Vice Chancellor or to the Academic Board.

5.1.2 In the exercise of its powers, the Board of Governors shall have due regard to the public interest principles applicable to the University under the terms of its registration as a higher education provider with the OfS.

5.1.3 The Board of Governors may from time to time delegate to any person or committee any of its powers by such means and to such an extent and on such terms and conditions as it thinks fit. The membership of any such committee (which may include persons who are not governors and persons who have previously been governors) and its terms of reference shall be set out in rules made by the Board of Governors.

5.1.4 The Board of Governors shall not, however delegate the following:

5.1.4.1 the determination of the educational character and mission of the University and oversight of its activities;

5.1.4.2 the effective use of resources for the University including its solvency and safeguarding its assets;

5.1.4.3 approving annual estimates of income and expenditure or the University;

5.1.4.4 the appointment or dismissal of the Vice Chancellor or the Clerk; or

5.1.4.5 the varying or revoking of the Instrument or these Articles.

### **5.2 The Vice Chancellor**

5.2.1 The Vice Chancellor shall be appointed by the Board of Governors for such period and under such terms and conditions as may from time to time be determined by the Board of Governors and (unless the Board of Governors and the OfS agree otherwise) shall be the accountable officer and shall have, subject to the powers of the Board of Governors set out in Article 5.1,

the responsibility for the following matters:

- 5.2.1.1 the organisation, direction and management of the University and leadership of its staff;
  - 5.2.1.2 the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within a framework set by the Board of Governors - of the pay and conditions of service of the staff other than the Vice Chancellor, the Clerk and the members of the executive team reporting directly to the Vice-Chancellor;
  - 5.2.1.3 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
  - 5.2.1.4 organising the preparing 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;
  - 5.2.1.5 the oversight of student discipline, the suspension or expulsion of students on disciplinary grounds and decisions to expel students for academic reasons;
  - 5.2.1.6 working with the Board of Governors, boards of the subsidiaries of the Corporation and others to develop and deliver the vision, values, strategic direction and performance of the Corporation and its group companies, and for implementing the decisions of the Board of Governors;
  - 5.2.1.7 inspiring the success of the Corporation through organisational excellence ensuring strong leadership and a high performance culture to achieve the goals and objectives of the University; and
  - 5.2.1.8 promoting and expanding the University's reputation, profile and interests with national and international governments, employers, students and education bodies.
- 5.3 In the exercise of their powers, the Vice Chancellor shall have due regard to the advice of the senior executive team of the University which shall act as an advisory body to the Vice Chancellor.
- 5.4 The Vice Chancellor may delegate any of their functions to any senior manager at the University. If, in the exercise of this power, the Vice Chancellor delegates the undertaking of any function or activity related to such a function, the Vice Chancellor shall remain ultimately responsible for that function or the conduct of that activity.



## 6. **ACADEMIC BOARD**

- 6.1 The Academic Board shall be comprised of such members, comprising the Vice Chancellor (who shall be Chair), staff and students and others as may from time to time be approved by the Board of Governors. The Vice Chancellor 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.
- 6.2 The Vice Chancellor shall appoint a person to act as secretary to the Academic Board.
- 6.3 The Academic Board shall hold a meeting whenever necessary and, in any event, at least three times in every academic year.
- 6.4 The Academic Board shall make rules governing the convening of meetings and the conduct of proceedings.
- 6.5 Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice Chancellor, the Academic Board shall be responsible for:
- 6.5.1 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 the 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 where appropriate;
  - 6.5.2 considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice Chancellor and the Board of Governors thereon;
  - 6.5.3 providing assurance to the Board of Governors that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective; and
  - 6.5.4 advising on such other matters relating to the University as the Board of Governors or the Vice Chancellor may refer to the Academic Board.
- 6.6 The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities. Such committees may include persons who are not members of the Academic Board. 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.

7. **APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS**

- 7.1 The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors on such terms and with such responsibilities (including the provision of operational and legal advice) and title (which title could include "Secretary") as they think fit.
- 7.2 Notwithstanding any other senior management role the person appointed as Clerk may have within the University, in their capacity as secretary they are directly accountable to the Board of Governors.

8. **PROCEDURES FOR MEETINGS**

- 8.1 The quorum for meetings of the Board of Governors shall be seven, of whom at least four shall be independent governors. If a meeting is quorate, but less than half the governors present are independent governors, a majority of the independent governors 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.
- 8.2 All governors must comply with their legal obligations as governors (including acting in the best interests of the Corporation). Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. For clarity, an employee or student who is a member of the Board of Governors does not represent any constituency and is appointed solely to bring their knowledge and experience to the deliberations and decisions of the Board of Governors.
- 8.3 The Board of Governors shall hold a meeting whenever necessary and, in any event, at least three times in every academic year.
- 8.4 A meeting of the Board of Governors may be called by the Clerk or on the instructions of the Chair, the Vice Chancellor or of any four governors. Seven clear days' notice in writing shall be given to all governors.
- 8.5 Notice of all meetings of the Board of Governors shall be sent to the usual place of residence of each governor unless otherwise specified by the governor concerned. Such notice will set out the business to be transacted and shall normally be accompanied by the minutes of the previous meeting and all papers which are needed for proper discussion of the business to be transacted.
- 8.6 In the case of emergency, the Chair may instruct the Clerk to call an 'emergency meeting' of the Board of Governors at less than seven days' notice. Such a meeting may only discuss the special business for which the meeting has been called.
- 8.7 Governors participate in a governors' meeting, or part of a governors' meeting, when:
- 8.7.1 the meeting has been called and takes place in accordance with the Articles; and

- 8.7.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 8.8 In determining whether governors are participating in a governors' meeting, it is irrelevant where any governor is or how they communicate with each other.
- 8.9 If all the governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is; in the absence of such a decision, the meeting is deemed to take place at the location from where the Chair participates.
- 8.10 Every question to be determined at a meeting of the Board of Governors shall be decided by a majority of the governors present and voting on the question, and when there is an equal division of votes the Chair of the meeting or that part of the meeting considering the subject of the vote shall have a second or casting vote.
- 8.11 The governors must ensure that the Corporation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the governors and committees of the Corporation. The approval of the minutes of the last meeting shall be taken as an agenda item at the next meeting of the governors or committee (as the case may be) and if so approved at that next meeting shall be signed as true record by the chair of the meeting.
- 8.12 The signed minutes of meetings of the Board of Governors and its committees shall be published on the University's website. The Board of Governors shall be entitled to exclude from such disclosure any papers, reports or minutes which the Board of Governors is satisfied should be dealt with on a confidential basis.
- 8.13 Any decision of the Board of Governors may take the form of a resolution in writing copies of which are signed by 75% or more of eligible governors or to which 75% or more of the eligible governors have indicated agreement in writing.
- 8.14 A technical defect in the appointment of a member of the Board of Governors shall not invalidate decisions taken at a meeting of the Board of Governors or its committees.

## **9. GOVERNORS' INTERESTS**

### **9.1 Governors' interests in relation to transactions or arrangements with the Corporation**

- 9.1.1 A governor shall, as soon as reasonably practicable, declare the nature and extent of his or her interest in a relevant situation (as defined in Article 9.1.2 below) to the other governors or committee members if the relevant situation arises at a committee meeting of the Corporation. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest. If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. The Clerk shall maintain a register of all

such interests so disclosed.

9.1.2 A relevant situation arises when a governor has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Corporation (including, without limitation, if a governor has any pecuniary, family or other personal interest in any matter to be discussed and in relation to the exploitation of any property, information or opportunity, whether or not the Corporation could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest).

9.1.3 If a relevant situation arises then the following provisions shall apply:

9.1.3.1 if the relevant situation arises from the appointment or proposed appointment of a person as a governor, the Board of Governors (other than the governor, and any other governor with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the governor and the relevant situation on such terms as they may determine;

9.1.3.2 if the relevant situation arises in circumstances other than in Article 9.1.3.1 above the Board of Governors or if a committee then the committee members (other than in each case the governor and any other governor with a similar interest who shall not be present at the relevant part of the meeting, not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the governor of his or her duties on such terms as they may determine in accordance with these Articles.

9.1.4 Any terms determined by the Board of Governors (or committee members as the case may be) under Articles 9.1.3.1 or 9.1.3.2 may be imposed at the time of the authorisation or may be imposed or varied subsequently by the Board of Governors (or committee members as the case may be), but shall not allow the interested governor to vote (or remain in the board or committee meeting (as the case may be) and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation and shall include (without limitation) both the exclusion of the interested governor from all information and discussion by the Corporation of the relevant situation and (without prejudice to the general obligations of confidentiality) the application to the interested governor of a strict duty of confidentiality to the Corporation for any confidential information of the Corporation in relation to the relevant situation.

9.1.5 Any reference above to a conflict of interest includes a conflict of interest and duty and a conflict of duties or any matter contained in any conflict

of interest policy approved by the Board of Governors from time to time.

- 9.1.6 An interested governor must act in accordance with any terms determined by the governors.

## 9.2 **Governors' interests generally and voting**

- 9.2.1 Subject to charity law and to Article 9.1 a governor notwithstanding their office:

9.2.1.1 may be a party to, or otherwise interested or participate in, any transaction or arrangement with the Corporation or in which the Corporation is otherwise interested;

9.2.1.2 may act as an individual or through their firm in a professional capacity for the Corporation (except as auditor) and they or their firm shall be entitled to remuneration as if they were not a governor;

9.2.1.3 may be a governor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Corporation or in which the Corporation is otherwise interested; and

9.2.1.4 shall not, by reason of their office (or of the fiduciary relationship established by holding that office), be accountable to the Corporation for any remuneration, profit or other benefit. resulting from any relevant situation authorised under Article 9.1, and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any governor having an interest authorised under Article 9.1 above.

- 9.2.2 Governors can attend, vote at and be part of the quorum for Board meetings and committee meetings to consider:

9.2.2.1 any proposal to take out insurance as envisaged in Article 9.3.1.1; or

9.2.2.2 the pay and conditions of all staff or all staff of a particular class of the Corporation (except that any governor acting as a representative (whether or not on behalf of a recognised trade union) for staff or the class thereof in the negotiations leading to the matter being put to the Board of Governors shall not be allowed to take part in, attend or vote or receive minutes thereof of that part of the meeting dealing with pay and conditions of staff or a class thereof);

subject in each case to complying with any requirements of the Charity Commission, charity law or any other regulator of the Corporation from time to time and to such governors recognising their duties as a governor of the Corporation.

9.2.3 If a question arises at a meeting of governors or of a committee of governors as to the right of a governor to participate in the meeting (or part of the meeting) for voting and quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling is to be final and conclusive.

9.2.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the governors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes.

### 9.3 **Governors' services**

9.3.1 Paragraph 7.1 of the Instrument shall be subject to the following exceptions:

9.3.1.1 governors may consider and vote upon proposals both for the Corporation to insure the majority of the governors and the Corporation (under Article 12.2 hereof) against liabilities incurred by them arising out of their office and for the Corporation to obtain such insurance and pay the premiums thereof to the extent permitted by law;

9.3.1.2 governors may be paid interest at a rate of not more than 1 per cent less than the published rate of the Corporation's bankers from time to time on loans made by them to the Corporation;

9.3.1.3 governors may be paid reasonable and proper rent for premises demised or let to the Corporation by them to the Corporation;

9.3.1.4 governors may be paid reasonable and proper remuneration or fees in return for goods or services actually rendered to the Corporation; and

9.3.1.5 governors who are beneficiaries may receive benefits as beneficiaries.

## **10. STAFF ISSUES, ACADEMIC FREEDOM AND FREEDOM OF SPEECH**

- 10.1 The Board of Governors shall ensure there are in place (as may be amended from time to time) procedures that deal with the conduct, discipline, performance, suspension, absence and grievances of staff, including the Vice-Chancellor and the Clerk.
- 10.2 The Board of Governors shall have regard to the need to ensure that 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.
- 10.3 The Board of Governors shall take such steps that, having particular regard to the importance of freedom of speech, are reasonably practicable to ensure that freedom of speech within the law is secured for members of the University, its staff and students and for visiting speakers, and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.
- 10.4 The Board of Governors shall approve and regularly review a code of practice setting out its values relating to freedom of speech and how those values uphold freedom of speech, and the procedures to be followed by students, staff and the Students' Union with respect to meetings and other activities held on the premises of the University (including those occupied by the Students' Union), and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

## **11. STUDENTS**

- 11.1 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 the constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors. The Board of Governors shall take steps to ensure that the Students' Union acts fairly and democratically and is accountable for its finances.
- 11.2 The Board of Governors shall ensure that there are rules in place with respect to the conduct of students, including procedures for suspension and expulsion, for the expulsion of a student for an unsatisfactory standard of work or other academic reason, and for dealing with student complaints and academic appeals.

## **12. GOVERNORS' INDEMNITY AND INSURANCE**

### **12.1 Indemnity**

- 12.1.1 Subject to Article 12.1.4, a governor may be indemnified out of the Corporation's assets against:

- 12.1.1.1 any liability incurred by that governor in connection with acting as a governor of the Corporation otherwise than in respect of any negligence, default, breach of duty or breach of trust by that governor in relation to the Corporation;
- 12.1.1.2 any liability incurred by that governor in connection with the activities of the Corporation in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- 12.1.1.3 any other liability incurred by that governor as an officer of the Corporation.
- 12.1.2 No relevant governor of the Corporation shall be accountable to the Corporation for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a governor of the Corporation.
- 12.1.3 The powers given by this Article shall not limit any general powers of the Corporation to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief.
- 12.1.4 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of law or any provision of charity law for so long as the Corporation is a charity.
- 12.1.5 In this Article and in Article 12.2 a relevant governor means any governor or former governor of the Corporation.

## **12.2 Insurance**

- 12.2.1 The governors may decide to purchase and maintain insurance, at the expense of the Corporation, for the benefit of any relevant governor in respect of any relevant loss which insurance shall whilst the Corporation be a charity comply with all applicable charity law.
- 12.2.2 In Article 12.2.1 a relevant loss means any loss or liability which has been or may be incurred by a relevant governor in connection with that governor's duties or powers in relation to the Corporation, any associated company or any pension fund or employees' share scheme of any associated company.

## **13. RULES AND BYE-LAWS**

- 13.1 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.

14. **AMENDMENT OF ARTICLES**

- 14.1 These Articles may be amended or replaced by a resolution of the Corporation in accordance with section 124E of the Education Reform Act.