Articles of Government of Coventry University

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

1 Interpretation

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

(a) 'the Principal' means the Vice-Chancellor of Coventry University and 'Deputy and Assistant Principals' includes the Pro-Vice-Chancellors;

(b) 'the holders of senior posts' means the Principal, 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;

(c) 'the staff' includes both teaching and other staff of the University;

(d) '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;

(e) 'student governor' means a member of the Board of Governors appointed as a student nominee or as a co-opted student nominee;

(f) 'a students' union' means any constituted association of the generality of students formed to further the educational purposes of the University and the interests of students as students which has been approved formally by the Corporation.

2 Conduct of the University

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 by-laws made under these Articles.

3 Responsibilities of Board of Governors, Principal and Academic Board

The Board of Governors

.1 The Board of Governors shall be responsible for:

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

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

(c) approving annual estimates of income and expenditure;
(d) the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;

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

**The Principal**

.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 appointment, assignment of duties, 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, and for the assignment of duties to 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) preparing 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 implementing decisions to expel students for academic reasons.

**The Academic Board**

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

(a) general issues relating to research, scholarship, teaching and courses 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, where applicable, be subject to the requirements of validating and accrediting bodies;

(b) 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;

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

.4 The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Principal and Board of Governors. The number of members of any such committee and
the terms on which they are to hold and vacate office shall be determined by the Academic Board.

4 Academic Board

.1 There shall be an Academic Board of no more than 34 members, comprising the Principal (who shall be Chair) and such other numbers of staff and students as may from time to time be approved by the Board of Governors, within the parameters set out in Article 4.2. 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, the selection or election arrangements and procedures for filling casual vacancies shall be subject to the approval of the Board of Governors.

.2 Within the membership prescribed by Article 4.1

(a) the Principal, Deputy and Assistant Principals and Deans of School shall be members ex officio;

(b) the total membership of the categories defined in (a) plus other holders of senior management posts, taken together, shall be no less than half the total membership of the Board;

(c) the total membership of other teaching staff shall be such as to ensure at least one member from each School;

(d) the total membership of non-teaching staff shall be no more than 2 members;

(e) the total membership of students shall be no more than 2 members;

(f) the balance of the total membership shall comprise co-opted members in addition to categories (a) - (e).

5 Delegation of Functions and Committees

.1 Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the 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.

.2 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student governors. The Board shall also establish a committee to deal with audit of accounts.

.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 institution 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

The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

7 Procedures for Meetings

1 Frequency of Meetings

(a) The Board of Governors and the Academic Board shall each hold a meeting at least once a term and such other meetings as shall be necessary for the effective discharge of their functions. To this end the Clerk shall submit annually to each Board for its consideration and approval a calendar of its regular and reserved dates for meetings and those of its committees and sub-committees.

(b) All meetings of the Board of Governors, its committees and sub-committees shall be summoned by the Clerk or, in the event of the Clerk’s incapacity, by a deputy designated by the Chair or Deputy Chair of the Board.

(c) Additional meetings of the Board of Governors shall be summoned by the Clerk on the instructions of the Chair and Deputy Chair. Extraordinary meetings shall be summoned by the Clerk on receipt of a properly completed notice of motion(s) signed by 8 or more members of the Board.

(d) Meetings of the independent members of the Board of Governors shall be summoned by the Clerk to satisfy the requirements of Schedule 7A Sections 5(3) to 5(6) inclusive of the Education Reform Act 1988 as the need arises, or on the instruction of the Chair or in the Chair’s absence the Deputy Chair. Extraordinary meetings of independent members shall be summoned by the Clerk on the instruction of 4 or more independent members by means of a properly completed and signed notice of motion.

(e) The proceedings of the Board of Governors or its committees shall not be affected by any vacancy amongst the members or by any defect in the appointment or nomination of a member.

2 Notice of Meetings and Business for Transaction

(a) For ordinary and reserved meetings of the Board of Governors the period of notice shall be 14 days and shall be in the form of the agenda which shall set out the time, place of the meeting and the items of business to be transacted.

(b) For additional meetings of the Board of Governors the period of notice shall be 7 days and shall be in the form of the agenda which shall set out the time, place of the meeting and the items of business to be transacted.

(c) For extraordinary meetings of the Board of Governors or of the independent members of the Board of Governors, the period of notice shall be 10 days from the date upon which the Clerk receives a properly completed and signed notice of motion(s), and shall be in the form of the agenda which shall set out the time, place of the meeting and the notice of motion(s) being the only item(s) of business which may be transacted.

(d) The venue for meetings of the Board of Governors shall be the University or some alternative place convenient thereto and suitable for the purpose.
(e) Documents and reports to be considered at an ordinary, reserved or additional meeting of the Board of Governors shall normally be circulated 7 days before that meeting; documents and reports requiring a decision by the Board shall only be placed on the table at the meeting with the approval of the Chair.

3 Quoracy, Use of Proxies and Voting

(a) The quorum for any meeting of the Board of Governors shall be 8 members being present either in person or by proxy of which at least 5 shall be independent members, so long as the total membership falls in the range 19-21; where the Corporation determines its total membership such that this falls outside the range 19-21, the quorum and minimum number of independent members shall be in analogous proportions to the total membership determined. If a meeting is quorate but less than half of those present either in person or by proxy are independent members, a majority of independent members shall be able to require that a decision on all or any items of business be deferred to the next meeting or an additional meeting, provided that no decision shall be deferred more than once solely because independent members were not in the majority.

(b) The quorum for a separate meeting of the independent members for the purposes set out in Articles 7.8(b) and 7.8(c) shall be 6 members being present either in person or by proxy where the total membership of the Board is 19 or greater, or 5 members where the total membership of the Board is less than 19.

(c) Proxies, which must be in writing in the form prescribed in standing orders, and which must be lodged by the signatory with the Clerk at least 24 hours before the commencement of the meeting of the Board or independent members to which they refer, may only be used for the following items of business:

- the proposal and determination of the membership of the Board in respect of independent or co-opted members;

- the election of the Chair and Deputy Chair of the Board or a meeting of the independent members;

- a vote of confidence in or a motion to remove from office the Chair or Deputy Chair of the Board or the Chair of a meeting of the independent members.

(d) Every item of business to be discussed at a meeting of the Board and its committees and sub-committees shall, where necessary, be put to the vote and shall be decided by a simple majority of members present and voting, which shall include proxies where these are permitted. In the event of an equal division of votes the Chair of the meeting shall have a second casting vote.

(e) The Chair or, if presiding, the Deputy Chair may authorise, or the majority of members present may require, that voting takes place by secret ballot in any business where the use of proxies is permitted.

(f) In exceptional circumstances to be specified at the time and recorded in the relevant minutes of the Board, the Chair and Deputy Chair, with the agreement of 3 members of the Board, may authorise the Clerk to conduct a ballot through the post or via electronic communication media for the appointment of independent or co-opted members, or for election of the Chair or Deputy Chair.

4 Election of Chair and Deputy Chair

(a) The Board of Governors shall elect two members, not being staff, students or the Principal of the University, to be Chair and Deputy Chair and shall determine their period of office. The Chair and Deputy Chair shall be eligible for re-election.
(b) If both the Chair and Deputy Chair are absent from any meeting of the Board, the members present at that meeting shall elect a Chair for that meeting from members who are not staff, students or the Principal of the University.

(c) In the event of a casual vacancy in either office, the Board shall at its next ordinary, additional or special meeting elect a successor to fill the office for the unexpired term, and the agenda for any such meeting shall be deemed to include the need to fill such a casual vacancy.

(d) The Chair and Deputy Chair shall have powers as determined by the standing orders of the Board to

- act as a committee to deal with matters of urgency arising at any time not delegated to a sub-committee of the Board, or for which it is inexpedient to await a meeting of the Board, always provided that such action is reported in writing to the next meeting of the Board;

- nominate an independent member to act on behalf of either, in consort with the other, when he or she is absent;

- attend meetings of committees or sub-committees other than meetings of the Special Committee.

.5 Conduct of Meetings and Records Thereof

(a) The meetings of the Board, and all its committees and sub-committees shall be conducted in accordance with its standing orders of which the Chair of the meeting, having taken the advice of the Clerk, shall be the sole arbiter as to interpretation.

(b) 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 as allowed in Article 7.3(c).

(c) Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if at least seven days' notice of the proposal to rescind or vary the same has been given to all members of the Board of Governors.

(d) Minutes shall be kept of the proceedings of all meetings of the Board of Governors, and committees thereof, by the Clerk to the Board of Governors or his/her nominee, and shall be approved and signed at the same, or next ordinary meeting of the Board of Governors, or the committee, as the case may be, by the person presiding thereat, and shall then be conclusive evidence of the matters stated therein.

(e) The Board, or the Chair acting on its behalf not less than seven days prior to a meeting, may decide that any document bearing directly upon powers which the Board cannot delegate as set out in Article 5.3, or the proceedings of committees constituted under the terms of Article 5.2; contracts or commercial negotiation in progress; audit matters; other matters specified in Article 7.7 during the consideration of which staff or student Governors are required to withdraw shall be and remain confidential for a period which it determines. A similar requirement may be applied to minutes of meetings whether of the whole Board, committees or sub-committees giving prior consideration to such matters before their presentation to the Board.

(f) Other than as set out in Article 7.5(e) staff and students may have access to

- agenda for meetings, and documents to be considered from the date at which the meeting takes place (save for items of business reserved as confidential);

- minutes of meetings once approved by the Chair and circulated to members;

- signed and approved minutes once confirmed by the meeting to which they have been submitted.
These will be available for consultation in the University Library and in a suitable place designated by the Clerk.

(g) At any time and for any purpose, on the direction of the Chair or, in the absence of the Chair, the Deputy Chair, a written resolution approved and signed by a majority of 75% of the members and authenticated by the signature of the Chair or Deputy Chair or Clerk shall be conclusive evidence that a matter has been approved by the Board without the need for calling a meeting in accordance with these Articles.

.6
Declaration of Interest

(a) If a member of the Board has a direct or indirect personal or pecuniary interest in any proposed contract or other matter, or is closely related to or associated with a candidate for appointment, a contractor or party to a contract or other commercial matter which is to be considered, that member shall disclose the interest before the matter is discussed; shall withdraw from the meeting during the discussions; and shall not reveal to any third party who may stand to gain from the contract or matter under discussion any confidential information to which he or she is privy by virtue of being a Governor. Such a member shall still count as part of the quorum for the purposes of Article 7.3 but shall not be allowed to vote on the matter discussed.

(b) Article 7.6(a) shall not prevent the Board of Governors 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.

(c) Other than as prescribed by Article 5.2, members of staff or students who are Governors shall not by virtue of that status alone be deemed to have a pecuniary interest which precludes them from being present and participating fully in a meeting to consider general principles or an outline scheme which may relate to pay and conditions of service of categories of staff of which they may be a member, provided they do not vote in any decision taken by the Board. The Chair shall give a ruling in any cases of doubt after consulting the Clerk.

.7
Withdrawal of Staff and Students from Meetings

(a) A student governor shall withdraw from any part of a meeting which is dealing with the conduct, discipline, remuneration or promotion of a named member of staff or the conduct and discipline of a named student.

(b) A staff governor shall withdraw from any part of a meeting which is dealing with the conduct, discipline, remuneration or promotion of

- a named member of staff for whom that staff governor has direct management responsibility or to whom that staff governor reports;

- a holder of a ‘senior post’ as defined in Article 1.1(b);

- a student for whom that staff governor has a direct teaching, supervisory or pastoral responsibility;

(c) The Principal, the Clerk and holders of other senior posts shall withdraw from any part of a meeting which is dealing with their conduct, pay or conditions of service.

.8
Selection of Members and Filling Vacancies

(a) Terms of Office
Terms of office shall be decided by the appointing authority as specified in the Education Reform Act 1988, and shall normally coincide with the academic year.

(b) Appointments on Expiry of Terms of Office

Six months before the expiry of the term of office of a member or members, the Clerk shall as relevant

- in the case of independent members, notify all members of this in writing and invite nominations to be received within thirty days of the date of notification;

- initiate procedures as approved by the Board to appoint Academic Board nominees;

- initiate procedures as approved by the Board to appoint the student nominee;

- initiate procedures as approved by the Board to appoint co-opted members.

In the case of appointment of independent members, within twenty-five days of the closing date for receipt of nominations the Clerk, after consultation with the Chair of the Board, shall give 14 days’ notice of a special meeting of the Board at which the sole business to be transacted shall be the selection of independent members to fill the vacancies arising through expiry of term of office.

Immediately after the meeting referred to above or within fourteen days thereof, the Clerk shall convene a special meeting of the independent members to approve or otherwise determine the nominations submitted by the meeting of the full Board, in accordance with the Instrument of Government.

(c) Filling of Casual Vacancies

On the notification of a vacancy in the membership of the Board other than by virtue of expiry of a term of office, the Clerk, after consultation with the Chair, shall take action to seek to ensure that the vacancy is filled within three months as follows:

- Academic Board nominee:

  initiate and complete the appointment process approved by the Board;

- student nominee:

  request the Students’ Union to nominate a replacement in accordance with the process approved by the Board;

- independent member:

  notify all members of the Board of the vacancy and invite nominations to be received within thirty days of the date of notification for a replacement;

  either convene a special meeting of the Board or, at the next scheduled meeting, provided it takes place within the three calendar months, consider and approve nominations for the replacement;

  immediately after the meeting referred to above or within fourteen days thereof, convene a special meeting of the independent members to confirm or otherwise determine the proposed replacement;

- co-opted member:

  initiate and complete the appointment process as approved by the Board.
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 Principal, the post shall be advertised nationally.

.3 After consultation with the staff, the Board of Governors shall determine procedures for the appointment and promotion of the staff.

9 Conduct of Staff

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

Academic Freedom

.2 In making rules under Article 9.1, the Board of Governors shall have regard to the need to ensure that 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 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.

.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.

.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 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 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.

**Dismissal of Holders of senior posts including the Principal and the Clerk to the**
**Board of Governors**

.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 Board of Governors as appropriate shall refer the matter to a Special Committee of the
Board of Governors, which shall be convened as soon as possible to examine the facts,
otherwise investigate the ground for dismissal and to make a report to the Board of
Governors.

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

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

.8 The Board of Governors shall consider the report of the Special Committee and take such
action as it considers appropriate, which may include the dismissal of the person
concerned. The person concerned shall have the right to make representations to the
Board of Governors, 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 Board of Governors. The
Chair of the Board of Governors, the Deputy Chair, the Principal, and staff and student
governors, shall not be eligible for membership of the Special Committee.

.10 The Board of Governors shall make rules specifying procedures for the conduct of the
Special Committee and other aspects of the procedure set out in Articles 10.5 to 10.9.

**Dismissal of other Members of Staff**

.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 the Principal 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 Principal proposes to dismiss such a member of staff and the circumstances
described in Article 10.11 do not prevail, the Principal shall notify the member of staff
concerned of that proposal. That staff member shall be given an 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.

.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.

.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

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

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

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

.3
In exercise of their responsibilities under Article 3.3(a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

.4
After consultation with representatives of students, and the Academic Board, the Board of Governors shall make arrangements to ensure that students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University and should provide for the procedures to be followed to that end.

13 Financial Matters

Fees

.1
The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funding Council).

Accounts, Estimates and Audit

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

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

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

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 1 April 1995, and shall supersede those dated 1 October 1990.