



# ARTICLES & INSTRUMENT OF GOVERNMENT

## ARTICLES OF GOVERNMENT

---

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

### 1 INTERPRETATION

1.1 In these Articles, the following words and expressions shall have the meanings indicated in this paragraph:

**“the Academic Board”** means the Academic Board of the University constituted in accordance with the Articles;

**“the Act”** means the Education Reform Act 1988 as amended from time to time;

**“the appointing authority”** means the Corporation unless otherwise specified;

**“the Articles”** means the Articles of Government in accordance with which the University is conducted;

**“the Board of Governors”** means the members of the Corporation;

**“the Corporation”** means Falmouth University Higher Education Corporation;

**“the Instrument”** means the Instrument of Government of the Corporation

**“the Secretary”** means the person appointed to the office of the Secretary to the Board of Governors under the Articles;

**“the Secretary of State”** means the Secretary of State for Education. **“the University”** means Falmouth University conducted by the Corporation; and

**“the Vice-Chancellor”** means the Principal of the University.

### 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 THE BOARD OF GOVERNORS, VICE-CHANCELLOR AND ACADEMIC BOARD

#### The Board of Governors

3.1 The Board of Governors shall be responsible for:

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

3.1.2 the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;

3.1.3 approving annual estimates of income and expenditure;

3.1.4 the appointment, performance, suspension, dismissal, and pay and conditions of service arrangements for the Vice-Chancellor; and

3.1.5 approving a framework for the pay and conditions of service of all other staff.

**The Vice-Chancellor**

- 3.2 Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive of the University, and shall be responsible for:
  - 3.2.1 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;
  - 3.2.2 the organisation, direction and management of the University and leadership of the staff;
  - 3.2.3 appointment, assignment, grading, performance, suspension, dismissal, and determination – within the framework approved by the Board of Governors – of the pay and conditions of service of staff;
  - 3.2.4 the determination, after consultation with the Academic Board, of the University’s academic activities, and for the determination of its other activities;
  - 3.2.5 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; and
  - 3.2.6 the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

**The Academic Board**

- 3.3 There shall be an Academic Board of the University, whose membership shall be set out in rules or bye-laws approved by the Board of Governors.
- 3.4 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:
  - 3.4.1 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;
  - 3.4.2 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; and
  - 3.4.3 advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.
- 3.5 The membership, quorum and conduct of meetings of the Academic Board shall be determined in the Terms of Reference approved periodically by the Academic Board and Board of Governors. The Terms of Reference shall be lodged with the Secretary of the Board of Governors for inspection.

#### **4 DELEGATION OF FUNCTIONS AND COMMITTEES**

- 4.1 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 Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chair of the Board of Governors or to the Vice-Chancellor.
- 4.2 The members of the committee or committees shall be drawn from the Board of Governors.
- 4.3 The Board of Governors may permit such committees to include persons who are not members of the Board of Governors. Such members would not have voting rights.
- 4.4 The Board of Governors shall not delegate the following:
- 4.4.1 the determination of the educational character and mission of the University;
  - 4.4.2 the approval of the annual estimates of income and expenditure;
  - 4.4.3 ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
  - 4.4.4 the appointment or dismissal of the Vice-Chancellor; or
  - 4.4.5 the varying or revoking of these Articles.

#### **5 APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS**

- 5.1 The procedures for determination of membership numbers, appointments to the Board of Governors, tenure of office of members of the Board of Governors, and for the election of Chair and Deputy Chair of the Board of Governors are determined in the Instrument of Government.

#### **6 APPOINTMENT OF THE VICE-CHANCELLOR**

- 6.1 The Board of Governors shall appoint a Vice-Chancellor.
- 6.2 Upon the occurrence of a vacancy or expected vacancy for the post of Vice-Chancellor, the post shall be advertised nationally.

#### **7 APPOINTMENT OF THE SECRETARY TO THE BOARD OF GOVERNORS**

- 7.1 The Board of Governors shall appoint a Secretary to the Board of Governors.

#### **8 PROCEDURES FOR MEETINGS OF THE BOARD OF GOVERNORS**

##### **Quorum**

- 8.1 The quorum for meetings of the Board of Governors shall be six members of whom four 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.

##### **Conduct of meetings**

- 8.2 The conduct of meetings shall be determined in the Statement of Primary Responsibilities for

the Board of Governors, approved annually by the Board of Governors. The Statement of Primary Responsibilities shall be lodged with the Secretary of the Board of Governors for inspection.

#### **Proxies**

- 8.3 An independent member may empower another independent member of the Board with his/her proxy if unable to attend a particular meeting of the Board.
- 8.4 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.

### **9 CONDUCT OF STAFF**

- 9.1 The Board of Governors shall ensure there are suitable arrangements in place with respect to policies and procedures for the performance, conduct, discipline, dismissal, suspension and grievance of all staff.

#### **Academic Freedom**

- 9.2 In approving 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 of losing their jobs or any privileges they may have at the University.

#### **Representation of Views**

- 9.3 The Board of Governors shall ensure that there are suitable arrangements for enabling members of staff and students of the University to raise issues or matters of proper concern to them at all levels in the University.

### **10 SUSPENSION OR DISMISSAL OF STAFF**

- 10.1 Procedures for the suspension or dismissal of staff, and for the consideration of appeals against dismissal shall be specified in the Disciplinary Policy approved by the Board of Governors after consultation with staff. The Policy includes rights of representation and rights of appeal.

### **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 that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.
- 11.2 In exercise of their responsibilities under Article 3.4.1 the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine policies and procedures for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals.

## 12 FINANCIAL MATTERS

### Fees

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

### Accounts Estimates and Audits

- 12.2 The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.
- 12.3 Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for consideration and approval of the Board of Governors.

## 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 COPIES OF ARTICLES, RULES AND BYE-LAWS

- 14.1 A copy of these Articles, and any rules or bye-laws, shall be given to every Governor and shall be published and available for inspection to every member of staff and every student.

## 15 AMENDMENTS OF ARTICLES

- 15.1 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.

## 16 DATE OF ARTICLES

- 16.1 These Articles (approved by the Board of Governors on 13 July 2018) shall come into operation on 23 July 2018, as authorised by the Privy Council.

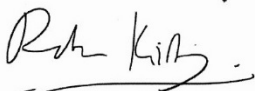
Signed:



Chris Pomfret (Chair)

Date: 13 July 2018

Signed:



Dr Robin Kirby (Secretary)

Date: 13 July 2018

## **INSTRUMENT OF GOVERNMENT**

---

### **1 INTERPRETATION**

- 1.2 In this Instrument words and expressions shall have the meanings ascribed to them in paragraph 1 of the Articles of Government made by the Privy Council on 26 April 1993, and amended on 15 July 1995 and 30 November 2004.

### **2 NAME OF THE CORPORATION**

- 2.1 The Board of Governors may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

### **3 MEMBERSHIP OF THE BOARD OF GOVERNORS**

- 3.1 The Board of Governors shall consist of;
- 3.1.1 not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
  - 3.1.2 the Vice-Chancellor, unless they elect not to be a member.
- 3.2 Of the appointed members:
- 3.2.1 up to thirteen shall be independent members;
  - 3.2.2 up to two may be academic staff at the University nominated by the Academic Board and up to two may be students of the University nominated by the students thereof; and
  - 3.2.3 at least one and not more than nine shall be co-opted members nominated by members of the Board of Governors who are not co-opted members.
    - a) The co-opted member shall be a person who has experience in the provision of education.
- 3.3 Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.
- 3.4 A person (other than a person appointed in pursuance of sub-paragraph 3.2.2 above) who is:
- 3.4.1 employed at the University (whether or not as a member of academic staff);
  - 3.4.2 a full-time student at the University; or
  - 3.4.3 an elected member of any local authority,
- is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.
- 3.5 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 has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by them in the Students' Union at the University.
- 3.6 It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

#### **4 DETERMINATION OF MEMBERSHIP NUMBERS**

- 4.1 The Board of Governors shall make a determination with respect to their membership numbers.
- 4.2 Such a determination shall fix the number of members of each variable category of which the Board of Governors are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3.2 above.
- 4.3 In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be independent members.
- 4.4 Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.
- 4.5 Such a determination may be varied by a subsequent determination.

#### **5 APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS**

- 5.1 Subject to the provisions of section 124C of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with paragraph 4.1 above takes effect.
- 5.2 The Board of Governors is the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.
- 5.3 The current independent members of the Board of Governors are the appointing authority in relation to the appointment of any independent member.
- 5.4 Where a vacancy of an independent member of the Board of Governors arises from any existing independent member ceasing to hold office on the expiry of their term of office, their successor shall not be appointed more than six months before the expiry of that term.
- 5.5 If the number of independent members of the Board of Governors falls below the number needed in accordance with the Articles for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such a number of independent members as is required for a quorum.

#### **6 TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS**

- 6.1 The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 3.2 above. Such members shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office, be eligible for reappointment.
- 6.2 A member of the Board of Governors may at any time by notice in writing to the Secretary resign their office, which will become vacant from the date of receipt of the notice or date of resignation specified whichever shall be the later.



- 6.3 If at any time the Board of Governors is satisfied that any member of the Board of Governors:
- 6.3.1 has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
  - 6.3.2 is unable or unfit to discharge the functions of a member,
- the Board of Governors may by notice in writing to that member remove them from office; and thereupon the office shall become vacant.
- 6.4 Where a member of the Board of Governors appointed as an Academic Board nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of Governors, ceases to be a member of staff or a student of the University, as the case may be, his/her office shall thereupon become vacant.

## **7 ELECTION OF CHAIR AND DEPUTY CHAIR**

- 7.1 On occurrence of a vacancy of the Chair or Deputy Chair, the Board of Governors shall at their first meeting or as soon as possible thereafter elect a new Chair or a Deputy Chair.
- 7.2 In order to be eligible for election as Chair or Deputy Chair the member shall be an independent member.
- 7.3 If both the Chair and Deputy Chair are absent from any meeting of the Governors, the Governors present shall choose one of their members to act as Chair at the meeting before any other business is transacted.
- 7.4 The Chair and Deputy Chair shall, if willing, hold office until the termination of their Governorship.

## **8 OFFICERS**

- 8.1 The Board of Governors shall appoint from among their members any officers which the Board may determine.

## **9 ALLOWANCES**

- 9.1 The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

## **10 SEAL OF CORPORATION**


- 10.1 The application of the seal of Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other independent member authorised generally or specifically by the Board of Governors to act for that purpose, together with that of any other independent member of the Board of Governors.
- 10.2 The Corporation Seal shall be held under secure arrangements by the Secretary.


## **11 COPIES OF INSTRUMENT OF GOVERNMENT**

- 11.1 Copies of the Instrument of Government shall be provided to each member of the Board of Governors.

**12 DATE OF INSTRUMENT**

12.1 This Instrument (approved by the Board of Governors on 13 July 2018) shall come into operation on 23 July 2018, as authorised by the Privy Council.

**Signed:**  **Date:** 13 July 2018  
Chris Pomfret (Chair)

**Signed:**  **Date:** 13 July 2018  
Dr Robin Kirby (Secretary)