

ARTICLES OF GOVERNMENT

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

1. INTERPRETATION

1.1 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, and

"the staff" means both teaching and other staff of the University of Wales, Newport;

"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 a co-opted student nominee; and

"a students' union" means any association of the generality of students formed to further the educational purposes of the University of Wales, Newport and the interests of students as students, as further defined in Article 8.3.

2. CONDUCT OF THE UNIVERSITY OF WALES, NEWPORT

2.1 The University of Wales, Newport shall be conducted 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, VICE-CHANCELLOR AND ACADEMIC BOARD

3.1 The Board of Governors shall be responsible for:

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

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

- 3.1.3 approving annual estimates of income and expenditure;
 - 3.1.4 the appointment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and of the Secretary;
 - 3.1.5 setting a framework for the pay and conditions of service of all other staff.
- 3.2 Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the chief executive of the University of Wales, Newport, and shall be responsible to the Board of Governors for the conduct of the University of Wales, Newport including:
- 3.2.1 making proposals to the Board of Governors about the educational character and mission of the University of Wales, Newport, and for implementing the decisions of the Board of Governors;
 - 3.2.2 the organisation, direction and management of the University of Wales, Newport and leadership of the staff;
 - 3.2.3 the appointment, assignment, grading, appraisal, suspension, dismissal, and determination – within the framework set 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 of Wales, Newport'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.
- 3.3. There shall be an Academic Board of the University of Wales, Newport, whose membership shall be set out in terms of reference, rules or bye-laws approved by the Board of Governors. 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 the academic authority of the University of Wales, Newport and in particular responsible for:
- 3.3.1 general issues relating to the research, scholarship, teaching and courses at the University of Wales, Newport, 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;

3.3.2 considering the development of the academic activities of the University of Wales, Newport and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors on those matters; and

3.3.3 advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

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 power to such committees or to the Chairman of the Board of Governors or to the Vice-Chancellor.

4.2 The Board of Governors shall establish an Audit and Risk Committee.

4.3 The Board of Governors shall not delegate the following:

4.3.1 the determination of the educational character and mission of the University of Wales, Newport;

4.3.2 the approval of the annual estimates of income and expenditure;

4.3.3 ensuring the solvency of the University of Wales, Newport and the Corporation and the safeguarding of their assets;

4.3.4 the appointment of the Vice-Chancellor and of the Secretary; or

4.3.5 the varying or revoking of these Articles.

4.4 The procedure for meetings of such committees shall be as outlined in Article 6 save that the quorum of meetings of such committees shall be 2 independent members. There shall be no circumstances in which members may appoint proxies to vote in their place.

5. APPOINTMENT OF SECRETARY TO THE BOARD OF GOVERNORS

5.1 The Board of Governors shall appoint a Secretary to the Board of Governors, and shall determine the Secretary's functions.

6. PROCEDURES FOR MEETINGS

6.1 The quorum for meetings of the Board of Governors shall be 7 members of whom 4 shall be independent members. If a meeting is quorate, but less than half the members present are independent members, a majority of 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. The quorum of meetings of the Academic Board shall be shall be one half of its membership. A special meeting of the Board of Governors or the Academic Board shall be summoned within 7 clear days of

receipt of a written request from any five members of the Board which will state the business to be discussed, or on the request of the Chairman of the Board

- 6.2 The Board of Governors and the Academic Board shall hold ordinary meetings at least once in each term. The papers relating to meetings of the Board of Governors shall be available for inspection by members of staff and students, except where those papers refer to named members of staff or students or prospective members of staff or students or to matters which the Board or an appropriate committee of the Board is satisfied shall remain confidential to members. Committees of the Boards shall meet with a frequency directed in their terms of reference.
- 6.3 Members of the Board of Governors or the Academic Board shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, and shall declare any conflicts of interest. There shall be no circumstances in which members of the Board of Governors or the Academic Board may appoint proxies to vote in their place.
- 6.4 The proceedings of the Board of Governors or the Academic Board shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member.

7. APPOINTMENT OF MEMBERS OF THE UNIVERSITY OF WALES, NEWPORT HIGHER EDUCATION CORPORATION

- 7.1 Where a member of the Corporation appointed as staff governor or student governor ceases to qualify for such an appointment his or her office shall thereupon become vacant.
- 7.2 Where the Corporation is the appointing Authority for the purposes of Schedule 7 of the Act, the provision for the convening and conduct of meetings shall be as set out in Article 6.
- 7.3 Where the current independent members are the appointing Authority, they shall form a Committee of the Corporation for this purpose. There shall be a quorum when four of the independent members are present. There shall be no circumstances in which members of the appointing Authority may appoint proxies to vote in their place.
- 7.4 The appointment of members of the Corporation shall require an absolute majority of all the members of the appointing Authority whether or not taking part in the vote.
- 7.5 The Board of Governors shall make rules or bye-laws for the appointment of officers who shall include a Chair and Deputy Chair, to be appointed from among the independent members.

8. STAFF AND STUDENTS

- 8.1 The Board of Governors shall make provision with respect to:
 - 8.1.1 procedures for the discipline, dismissal, suspension and hearing of grievances of staff including the Vice-Chancellor and the Secretary;

8.1.2 procedures for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals.

8.2 In making provision under sub-paragraph 3.1.5, the Board of Governors shall have regard to the need to ensure that academic staff of the University of Wales, Newport shall 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 of Wales, Newport.,

8.3 A students' union of the University of Wales, Newport 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.

9. FINANCIAL MATTERS

9.1 The Board of Governors shall keep accounts and records, and arrange for the appointment of auditors.

10. RULES AND BYE-LAWS

10.1 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 of Wales, Newport as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

11. AMENDMENT OF ARTICLES

11.1 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.

12. DATE OF ARTICLES

12.1 These Articles shall come into operation on 4 January 2012.