OXFORD BROOKES UNIVERSITY

ARTICLES OF GOVERNMENT

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ARTICLES OF GOVERNMENT

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

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires, the words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on the 26th day of April1993 and the following expressions shall have the meanings indicated in this paragraph:

"the central management team" means the team consisting of the Principal and those staff reporting directly to the Principal designated by the Principal as members of that team

"the Chair" means the Chairman of the Corporation and "the Deputy Chair" shall be construed accordingly.

"the deans" means those members of staff each appointed by the Principal to exercise coordinating responsibilities over the schools in a faculty either generally or for specific activities which may include quality assurance or to be responsible for the overall leadership of the Modular Course or to assume such other overall academic responsibility as the Principal may determine.

"the heads of schools" means those members of staff each appointed by the Principal to exercise overall control of an academic school.

"the heads of related departments" means those members of staff each appointed by the Principal to be in overall charge of the departments responsible for the provision of library services, computing services for the schools and departments as a whole, the promotion and development of good teaching and learning practice, and welfare, counselling and careers advice to students.

"holders of senior posts" means the Principal, the Clerk to the Board of Governors and the holders of such other posts as the Board of Governors determine and holder of a senior post shall be construed accordingly.

"members" means members of the Corporation.

"the staff' includes both teaching and other staff of the University.

"staff governor" means a member of the Board of Governors appointed on the nomination of the Academic Board or as a co-opted staff nominee.

"student governor" means a member of the Board of Governors appointed as a student nominee or a co-opted student nominee.

"a students' union" means the association of the generality of students formed to further the interests of the students as students and/or the educational purposes of the University.

1.2 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

2. CONDUCT OF THE UNIVERSITY

2.1 The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1994, 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, PRINCIPAL AND ACADEMIC BOARD

The Board of Governors

3.1 The Board of Governors shall be responsible for:

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

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

c) approving the terms of reference for external auditors;

d) approving financial standing orders;

e) approving annual estimates of income and expenditure;

f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;

g) the assignment and appraisal of the Principal;

h) setting a framework for the pay and conditions of staff other than senior staff;

i) receiving the minutes of meetings of the Academic Board.

The Principal

3.2 Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the University and shall be responsible for:

a) making proposals to the Board of Governors about the educational character and mission of the University, and 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 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;

d) the assignment and appraisal of the holders of senior posts, other than the Principal;

e) the determination, after consultation with the Academic Board, of the University's academic activities, and the determination of its other activities;

f) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and the management of the budget and resources, within the estimates approved by the Board of Governors;

g) the maintenance of student discipline and, within the rules and procedures provided for within these Articles, the suspension or expulsion of students on disciplinary grounds and Implementing decisions to expel students for academic reasons.

3.3 The Principal may delegate his or her powers to any other member of staff.

The Academic Board

3.4 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 (see Article 8) shall be responsible:

a) for research, scholarship, teaching and courses at the institution, 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 exclusion of students for academic reasons;

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

3.5 The Academic Board may establish such committees as it considers necessary for carrying out its responsibilities, and may delegate powers to such committees provided that each establishment and delegation is approved by the Principal and the 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. All committees of the Academic Board shall include students of the University, unless the business of the committee includes matters relating to any named or identifiable member of staff, prospective member of staff student or prospective student and the Academic Board determines that it would be inappropriate for students to be members of that committee.

4 APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

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

5 PROCEDURES FOR THE APPOINTMENT OF MEMBERS OF THE CORPORATION

Rules

5.1 The Board of Governors shall make rules specifying the procedures to be adopted for the appointment of members of the Corporation. These rules shall:

a) define the procedures for securing nominations for members and voting on those nominations. These procedures may involve postal ballots and voting other than by a simple majority;

b) determine the periods of office to be served by members;

c) secure that no independent member is appointed by the Corporation unless the approval of the Independent Members' Committee has been received.

Independent Members' Committee

5.2 The Corporation shall establish a committee of the Corporation to be known as the Independent Members' Committee, consisting of the independent members of the Corporation for the time being.

5.3 The requirement for notice of a meeting shall be the same as the requirement for notice of an extraordinary meeting of the Board of Governors.

5.4 The quorum for any meeting shall be the minimum number of independent members required to be present for a quorum to exist at a meeting of the Board of Governors.

5.5 The Committee shall be the appointing authority in those cases where the Act provides for the current independent members to be the appointing authority.

5.6 The approval by the Committee of the appointment of an independent member shall be deemed to be the approval by the current independent members of the appointment of an independent member where the Corporation is the appointing authority. Such approval shall require a simple majority of those present and voting. An abstention shall not count as a vote.

5.7 A resolution in writing to which all members of the Committee shall have signified agreement in writing shall be valid as if the same has been passed at a meeting of the Committee.

6 PROCEDURES FOR MEETINGS OF THE BOARD OF GOVERNORS, AND THE CHAIR AND DEPUTY CHAIR

The Board of Governors

6.1 Meetings of the Board of Governors shall be conducted in accordance with such Standing Orders as may be agreed by the Board of Governors from time to time. Those Standing Orders shall provide for the following:

a) the quorum for the meetings of the Board of Governors shall be [X] members of whom [Y] shall be independent members. The value of [X] and [Y] shall be determined in accordance with the following table:

Total size of Board of Governors as determined by the Corporation	[X]	[Y]
12 or 13	5	3
14 to 16	6	4
17 to 18	7	4
19 to 21	8	5
22 or 23	9	5
24 or 25	10	6

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, before or immediately after a decision is taken, that the decision be deferred to the next ordinary or extraordinary meeting. If the decision is deferred after it has been taken the decision will not take effect until and unless it is ratified at the next meeting. No decision shall be deferred more than once under this provision;

b) members shall not be bound in their speaking and voting by mandates given to them by other bodies or persons;

c) the Board of Governors shall approve the rules for the appointment from among its members of a Chair and Deputy Chair of the Corporation to preside at its meetings. The process of the appointment of the Chair and Deputy Chair and their periods of office shall be determined in accordance with those rules. If both the Chair and Deputy Chair are absent from any meeting the members present shall elect one of their number to preside at the meeting. If either the Chair or Deputy Chair resigns that position or ceases to be a member a new Chair or Deputy Chair shall be elected to serve for the remainder of the period of office of the member who has resigned or ceased to be a member. The Chair or Deputy Chair or the person presiding at the meeting may not be members who are staff governors or student governors;

d) the Board of Governors shall from time to time decide on the frequency of its meetings but shall hold at least three meetings in each year. At least twelve days' notice shall be given of each meeting, save that an extraordinary meeting may be called on the requisition of the Chair or such group of members as would constitute a quorum at a meeting of the Board of Governors, and two days' notice shall be required of that meeting unless the business to be transacted is subject to the provisions of paragraph (e) below in which case five days' notice will be required. An agenda shall be circulated for an ordinary meeting not less than five days before the meeting is to take place and only the business included in that agenda shall be transacted at that meeting, except that where an urgent matter is notified to the Clerk not less than 24 hours before the commencement of the meeting and the Chair consents, or the Board agrees by resolution that the matter should be considered at the meeting, and the matter is not subject to the provisions of paragraph (e) below, such a matter may be dealt with at the meeting. The business to be transacted at an extraordinary meeting shall be only that detailed in the notice of the meeting. Papers to be considered at a meeting shall normally be circulated with the agenda or notice of the meeting and only in exceptional cases shall be circulated less than two days before the meeting.

e) none of the following items of business may be considered at an extraordinary meeting for which only two days' notice has been given or as urgent business at an ordinary meeting:

i) the dissolution of the Corporation;
ii) the determination of the educational character and mission of the University):
iii) the approval of the annual estimates;
iv) the entering into any contract or acquiring or disposing of any assets of the Corporation:
v) the appointment or dismissal of the holders of senior posts;
vi) the variation or revocation of these Articles or the making, variation or revocation of rules or bye-laws:
vii) the appointment or removal from office of a member.

f) the periods of time described in paragraphs (d) and (e) above shall not include the day on which the notice, agenda or papers are placed in the postal service or the internal mail of the University or the day on which the meeting is to be held. The address to which any notice, agenda or papers are to be dispatched for each member shall be that nominated by each member. The accidental omission to give notice of a meeting to, or to dispatch the agenda or papers to, or the non-receipt of such communication by, a person entitled to receive them shall not invalidate any resolution passed, or proceeding had, at any meeting;

g) unless these Articles or Standing Orders provide otherwise, every matter for determination by the Board of Governors shall be determined by the majority of the members present and voting at a meeting. Voting shall normally be by a show of hands but in such circumstances as may be prescribed by Standing Orders or at any time by resolution of the Governors, shall be by secret ballot. An abstention shall not count as a vote. Where appropriate a decision of the Board of Governors will be deemed to be a decision of the Corporation;

h) any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary it has been given with the notice of the meeting or included in the agenda;

i) a resolution in writing to which every member has signified agreement in writing shall be valid as if the same had been passed at a meeting of the Board of Governors;

j) if any member has a pecuniary, family or other personal interest in any contract proposed contract or other matter and is present at a meeting of the Board of Governors at which the contract or other matter is the subject of consideration, the member shall at the meeting, and as soon as practical after commencement disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it;

k) a majority of the independent members present at a meeting may require all or any of the staff governors and student governors to withdraw from a meeting at any time during the consideration of any matter concerning a named or identifiable member of staff, prospective member of staff, student or prospective student or when any such mater is being voted upon;

l) the agenda for every meeting of the Board of Governors, draft minutes approved by the Chair, signed minutes of such meetings and any report, document or other paper considered or to be considered at any meeting shall, in each case as soon as may be, be made available at the University to any member of staff or student of the University;

m) there shall be excluded from any requirement for minutes, documents or papers to be made available in pursuance of paragraph (I) above, any material relating to:

i) a named or identifiable member of staff prospective member of staff, student or prospective student;
ii) any matter which by reason of its nature the Clerk, Chair or the Board of Governors are satisfied should be dealt with on a confidential basis;

n) any meeting of the Board of Governors may, by resolution of the Board of Governors, be adjourned to such day, time and place as may be determined, or if there is no quorum 20 minutes after the time appointed for the meeting to commence, shall stand adjourned to such day, time and place as may be determined by the Chair. No business shall be transacted at an adjourned meeting other than the business which was due to have been transacted at the original meeting.

The Chair and Deputy Chair

6.2 The Chair shall perform such duties as are required or permitted by these Articles or rules or bye-laws made in accordance with these Articles. The Deputy Chair may act for the Chair in any capacity if the Chair is not for the time being available.

7. DELEGATION OF FUNCTIONS AND COMMITTEES OF THE CORPORATION

7.1 Subject to the following provisions of this Article, the Board of Governors may establish a committee of the Corporation, which may include persons who are not members of the Corporation, with the exception of those committees described in Articles 5.2, 7.2 and 12.6, 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 a committee or to the Chair or to the Principal.

7.2 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 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.

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

a) the determination of the educational character and mission of the University;

b) the approval of the annual estimates of income and expenditure;

c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;

d) the appointment or dismissal of holders of senior posts;

e) the varying or revoking of these Articles or its rules and bye-laws.

7.4 Meetings of Committees of the Corporation shall be conducted in accordance with such Standing Orders as may be approved by the Board of Governors. Such Standing Orders shall include a statement of the quorum for meetings of the Committee, the provisions of Article 6.l(b), and the provisions of6.1 (J) as if the words "Board of Governors" were replaced by "Committee of the Corporation", the words

"member" or "members" replaced by "member of the committee" or "members of the committee" as appropriate, and provisions for the withdrawal of staff and students.

8 ACADEMICBOARD

8.1 There shall be an Academic Board comprising the Principal (who shall be the Chair) and such other members of staff and students as may from time to time be approved by the Board of Governors, including co-opted members. The Principal may nominate a Deputy Chair from among the members of the Academic Board to take the Chair in his or her place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

9 PROCEEDINGS OF THE ACADEMIC BOARD

9.1 The business of the Academic Board shall be conducted in accordance with Standing Orders approved by the Board of Governors following consultation with the Academic Board. The Standing Orders shall secure that:

a) the Academic Board from time to time decides on the frequency of its meetings, but meets at least three times a year;

b) the quorum for meetings is one-third of the membership approved by the Board of Governors for the time being, rounded up to the nearest whole number;

c) the draft minutes of the Academic Board, once approved by the Principal, are received by the Governing Body.

10 APPOINTMENT AND PROMOTION OF STAFF

10.1 Each member of staff shall serve under a contract of employment with the Corporation.

10.2 Upon the occurrence of a vacancy or expected vacancy in the post of Principal, the post shall be advertised nationally.

11 CONDUCT OF STAFF

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

Academic Freedom

11.2 In making rules under Article 11.1, the Board of Governors shall ensure that academic staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

12 SUSPENSION AND DISMISSAL OF STAFF

Suspension

12.1 The Chair of the Corporation may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chair shall report such suspension in writing to the members of the Board of Governors within two working days or as soon thereafter as practicable.

12.2 The Principal may suspend from duty, with pay, any member of the staff of the University, other than the holder of a senior post for misconduct or other good and urgent cause.

12.3 Anyone who is suspended from duty under Articles 12.1 or 122 shall be entitled to receive from the Chair or the Principal respectively, written notification of the suspension, setting out the grounds for it.

12.4 Procedures for the suspension of staff under Articles 12.1 or 12.2 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 12.5 or of a notification from the Principal under Article 12.12;

b) any appeal made under (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

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

12.5 If the Chair of the Corporation, or a majority of the members of the Board of Governors, considers that it may be appropriate for the Board to dismiss the holder of a senior post the Chair shall refer the matter to a Special Committee of the Corporation, which shall be convened as soon as practicable to examine the case for dismissal and to make a report to the Board of Governors.

12.6 The Special Committee shall consist of three independent members appointed by the Chair. Neither the Chair nor the Deputy Chair shall serve on the Special Committee.

12.7 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.

12.8 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's consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board.

12.9 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. In cases of gross misconduct this may take immediate effect. 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.

12.10 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 12.5 to 12.9.

Other Members of Staff

12.11 The Principal may dismiss any member of the staff of the University other than the holder of a senior post and, in cases of gross misconduct that dismissal may take immediate effect without any need for prior notice.

12.12 Where the Principal is considering dismissing a member of staff and the circumstances described in Article12.11 do not prevail he shall notify the member of staff concerned in writing that dismissal is under consideration. That staff member shall be given an opportunity to make representations to the Principal (including oral representations, for which purpose he or she may be accompanied and represented by a friend) before any decision to dismiss is taken by the Principal.

12.13 Where a staff member has been dismissed pursuant to Article 12.11 or a decision to dismiss has been taken pursuant to Article 12.12 that staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors or to a committee of the Corporation. In the case of an appeal against a decision to dismiss the dismissal shall not take effect until the appeal has been determined.

12.14 Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissal shall be specified in rules made by the Board of Governors after consultation with the staff.

12.15 Rules concerning the suspension or dismissal of staff made in accordance with Articles 12.4 and 12.14 may allow the Principal to delegate his or her powers of suspension or dismissal to other members of staff. In such cases the right to make representations to the Principal in accordance with Articles 12.12 or to receive written notification from the Principal in accordance with Articles 12.3 and 12.12, shall be construed as a right to make representations to, or a right to receive written notification from, the member of staff to whom the Principal has delegated his or her powers.

13 GRIEVANCE PROCEDURES

13.1 After consultation with the staff the Board of Governors shall make rules specifying procedures for staff to seek redress of any grievances relating to their employment.

14 STUDENTS

14.1 There shall be a students' w1ion which shall conduct and manage its o1m 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.

14.2 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. These rules shall secure an appropriate opportunity for individual students to raise matters of proper concern to them at all levels in the University.

14.3 In exercise of their responsibilities w1der Article 3.4a, 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 reason.

15 FINANCIAL MATTERS

Fees

15.1 The Board of Governors shall determine the tuition and other fees payable to the Corporation, or establish a framework for the determination of those fees (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.

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

15.3 Annual estimates of income and expenditure and a balance sheet shall be prepared by the Principal for the consideration and approval of the Board of Governors.

Financial Standing Orders

15.4 The Board of Governors shall approve such financial standing orders as it considers necessary to secure the proper financial management of the University and to safeguard its assets. Those standing orders shall include determination of the authority required for:

a) the acquisition and disposal of land and other property including interests inland or other property;

b) entering into contracts of employment;

c) entering into contracts for the provision of supplies and services both to and by the Corporation;

d) the borrowing of monies and the grant of any mortgage, charge or other security in respect of any land or other property of the Corporation;

e) the acceptance of gifts of money, land or other property;

f) the investment of surplus funds.

16 RULES AND BYE-LAWS

16.1 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, and to amend or rescind those rules and bye-laws. Such rules and bye-laws shall be subject to the provisions of these Articles of Government.

17 COPIES OF ARTICLES, RULES AND BYE-LAWS

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

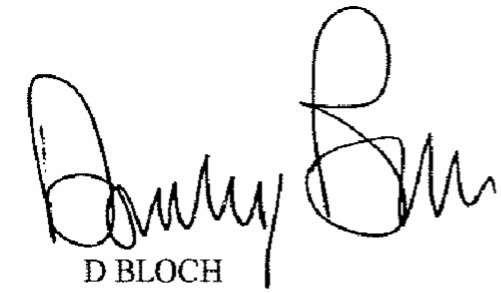
18. AMENDMENT TO ARTICLES

18.1 These Articles may be amended or replaced by 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.

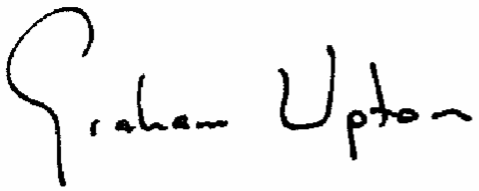
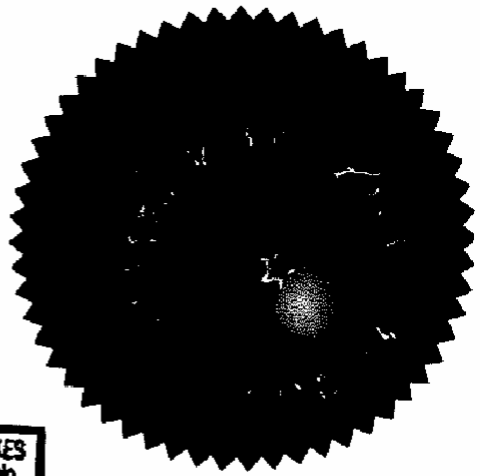
19 DATE OF ARTICLES

These Articles shall come into operation on 20"October 1998.

Made under the Common Seal of Oxford Brookes University on this 20th day of October l998



D BLOCH
Chairman of the Board of Governors



G UPTON
Vice-Chancellor