

## Articles of Government of JMU

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

### 1. Interpretation

In these Articles, unless the context otherwise requires:

words and expressions have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 5th March 1993, and

"**clear days**" in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**holders of senior posts**" means the Principal, the Provost, the Bursar, the Registrar & Secretary (Clerk) and the Development Director and "holder of a senior post" shall be construed accordingly;

"**the Senior Management**" means Directors of Schools/Heads of Services and holders of senior posts;

"**Special Committee**" means a special committee constituted under Article 10 (5);

"the staff" includes both teaching and other staff of the University;

"**Staff Governor**" means an employee of the University who is a member of the Board of Governors appointed as an Academic Board nominee or as a co-opted member;

"**Student Governor**" means a student of the University who is a member of the Board of Governors appointed as a student nominee or as a co-opted member;

"**Students' Union**" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students;

"**term**" includes semester;

words and expressions bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date on which these Articles are made; and

the Interpretation Act 1978 applies for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

### 2. Conduct of the University

1. The University shall be conducted in accordance with the applicable 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 Boards of Governors, Principal and Academic Board**

#### *1. The Board of Governors*

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 University and the Corporation and for safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, assignment, grading, appraisal, development, training, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
- (e) setting a framework for the pay and conditions of service of all other staff.

#### *2. The Principal*

Subject to the responsibilities of the Board of Governors, the Principal shall be 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, grading, appraisal, development, training, 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 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 under these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons; and
- (g) receiving representations from staff and students on matters of their proper concern.

### *3. The Academic Board*

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 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;
- (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) the nomination, removal and replacement of its representatives on external academic bodies; and
- (d) 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 for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the Principal and the Board of Governors. Such committees may include (but shall not consist solely of) persons who are not members of the Academic Board. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

5. Subject to any conditions that the Academic Board may impose, the proceedings of a committee of the Academic Board shall be governed by the provisions of these Articles regulating the proceedings of the Academic Board so far as they are capable of being applied.

### **4. Academic Board**

1. There shall be an Academic Board of no more than 30 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. The Principal may nominate a Deputy Chair from among the members of the Academic Board to chair the meeting in place of the Chair. The period of appointment of members and the method of selection or election of members shall be subject to the approval of the Board of Governors. No business shall be transacted at any meeting of the Academic Board unless a quorum is present. The quorum shall be one-half of the members of the Academic Board of whom at least 50% must be members of the Senior Management.

2. The membership of the Academic Board shall consist as to not less than 50% of members of the Senior Management; as to not less than 2 of members of the Teaching Staff (excluding the Senior Management); and as to not less than 2 of students of the University.

3. The Academic Board shall meet at least once in relation to every term. The Agenda and Minutes of the Academic Board and of committees (and other bodies) established by it shall be made available for inspection free of charge in the libraries of the University. Save as otherwise expressly provided in these Articles, the proceedings of the Academic Board shall be governed by the provisions of these Articles regulating the proceedings of the Board of Governors so far as they are capable of being applied.

## **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 to the Principal or the Academic Board or a Special Committee by the Articles, and may delegate powers to such a committee 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. Staff Governors and Student Governors shall not be included as members of that committee or those committees.

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

- the determination of the educational character and mission of the University;
- the approval of the annual estimates of income and expenditure;
- ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Principal;
- the varying or revoking of these Articles.

4. The Board of Governors shall appoint an Audit Committee in accordance with guidance issued by the Higher Education Funding Council for England (HEFCE).

Subject to any conditions that the Board of Governors may impose, the proceedings of a committee of the Board of Governors shall be governed by the provisions of these Articles regulating the proceedings of the Board of Governors so far as they are capable of being applied.

## **6. Appointment of Clerk to the Board of Governors**

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

## **7. Procedures for Meetings**

1. The Board of Governors shall elect a Chair and a Deputy Chair from among their number and shall determine their period of office. A member of the Board of Governors who is employed at or a student of the University is not eligible for appointment as Chair or Deputy Chair (or to chair a meeting). In the absence of the Chair at any meeting the Deputy Chair shall chair the meeting (and if both are absent the members present shall choose one of their number, being eligible, to chair the meeting).
2. Subject to the provisions of the Instrument and these Articles, the Board of Governors may regulate their proceedings as they think fit. The Secretary at the request of the Chair or at the written request of not less than five members shall call a meeting of the Board of Governors. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the person who chairs the meeting shall have a second or casting vote.
3. The quorum for the transaction of business at meetings of the Board of Governors shall be such number as is nearest to but not greater than one third of the members for the time being, plus one member, and not less than half of the members present shall be independent members. A member who withdraws under Article 7 (7) (a), 7 (8) or 7 (9) shall be deemed to be present for the purposes of this Article. If less than half the members present at any time are independent members but the meeting is otherwise quorate, a decision may, with the consent of a majority of the independent members present, be deferred to the next meeting, which, if otherwise quorate, may make that decision notwithstanding that less than half the members present are independent members. No decision shall be deferred more than once under this provision.
4. Members of the Board of Governors shall at all times exercise independent judgement when making decisions affecting the Corporation and/or the University and shall not accept nor be bound by any purported mandates from bodies or persons by whom they were nominated but this shall not prevent any member or members representing to the Board of Governors the views of or representations made by any body, group or individual having an interest in the affairs of the Corporation and/or the University.
5. 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.
6.
  - (a) The proceedings of the Board of Governors shall not be invalidated by any vacancy in their number or by any defect in the election, appointment (or qualification) of any member.
  - (b) The Board of Governors shall hold a meeting at least once in relation to every academic term.
  - (c) The Minutes of the proceedings of the Board of Governors shall be kept by the Clerk in a book provided for the purpose which shall be available for inspection by any member at any time. The Minutes of the proceedings shall be signed at the next meeting of the Board of Governors by the person who chairs that meeting.
  - (d) A summons to attend any meeting of the Board of Governors, specifying the business proposed to be transacted thereat, shall be left at or sent to the usual place of residence of each member or to such other address as a member may

specify, five clear days at least before a meeting of the Board of Governors, provided that accidental want of service shall not affect the validity of a meeting.

(e) Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if at least seven clear days notice of the proposal to rescind or vary the same has been given to all members of the Board of Governors, provided that no such rescission or variation shall affect the validity of any act prior to the date of rescission or variation which would have been valid if that rescission or variation had not been made.

#### *7. Pecuniary, Family or Other Personal Interest*

(a) If any member of the Board of Governors or of any committee has any pecuniary, family or other personal interest, direct or indirect, in any contract or proposed contract or other matter and is present at the meeting of the Board of Governors or the committee at which the proposed contract or other matter is the subject of consideration, that member shall be subject to the following practice. Before the consideration of such proposed contract or other matter, or as soon as practicable after commencement thereof, the member shall disclose the fact and shall not take part in the consideration or discussion of or vote on any question with respect to the contract or other matter and shall withdraw if so requested by the person who chairs the meeting.

(b) Notwithstanding the provisions of Article 7 (7) (a), a member shall not be under the disability therein set out if the subject of consideration is either:

i) one of general policy and does not refer specifically to the detailed application of any general policy to a contract or proposed contract or other matter in which that member is so interested; or

ii) a proposal for the University to obtain or maintain insurance for members of the Board of Governors against liabilities incurred by them arising out of their office.

8. Staff and Student Governors or members of committees shall, if appropriate, withdraw from meetings where any matter relating to a named member of staff or student, or prospective member of staff or student, is being considered.

9. The Principal shall withdraw from any meeting or part thereof where the position of the Principal is being considered.

#### *10. Access to papers*

Papers of the Board of Governors and of committees shall be available for inspection by students and staff of the University under the conditions of this Article. The following should be available for such inspection:

i) agenda;

ii) draft Minutes, if they have been approved by the person who chaired the meeting;

iii) signed Minutes; and

iv) reports or papers considered at meetings.

Except that there may be excluded from the documents disclosed any material which relates to named members of staff or students, or prospective members of staff or students, or to matters which the Board of Governors or any committee thereof as appropriate are satisfied should be dealt with on a confidential basis.

#### *11. Proxies*

Members shall not be entitled to appoint proxies to attend or vote instead of them at meetings of the Board of Governors or of any committee.

#### *12. Vacancies*

(a) The Corporation will be the appointing authority for appointments of members of the Corporation subsequent to the initial appointments, except where the independent members of the Corporation are the appointing authority for independent members under the provision of paragraph 7 of Schedule 7A to the Act. In either case, the period of notice for meetings to consider the appointment of members of the Corporation shall be 10 working days.

(b) The Corporation shall determine the periods of office of the members of the Board of Governors.

(c) The quorum for a meeting of the independent members to appoint an independent member or to approve the appointment by the Board of Governors of an independent member shall be such number as is nearest to but not greater than one half of the independent members for the time being, plus 1 independent member. Save as otherwise expressly provided in the Articles, the proceedings of a meeting of the independent members shall be governed by the provisions of these Articles regulating the proceedings of the Board of Governors so far as they are capable of being applied.

(d) Initial nominee members shall be appointed by the Board of Governors in accordance with election procedures approved by the Board of Governors.

(e) Additional nominee members shall be appointed by the Board of Governors in accordance with procedures to be laid down in bye-laws made by the Board of Governors.

### **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. The Board of Governors shall make bye-laws relating to the appointment and promotion of staff other than the holders of senior posts.

## **9. Conduct of Staff**

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

### *2. Academic Freedom*

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**

### *1. Suspension*

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 including but without limitation the need to investigate confidentially any matter in which the holder of such senior post is directly or indirectly involved. 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 of the University, other than the holder of a senior post, for misconduct or other good and urgent cause. The Principal's powers of suspension or dismissal may be delegated by the Principal in accordance with a scheme approved by the Board of Governors and in accordance with these Articles.

3. Anyone who is suspended from duty under Article 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) although suspension is not considered to be a disciplinary remedy, any person who has been under suspension for one month 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 Article 10 (4) (a) shall be considered as soon as practicable; and

(c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

## *Dismissal*

### *(i) Holders of senior posts including the Principal and the Secretary to the Board of Governors*

5. If the Chair of the Corporation, or in the absence of the Chair, 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, then the Chair, Deputy Chair or the 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 practicable to examine the case 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 that person 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 facts relating to the case and any considerations which the Special 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 that person may be accompanied and represented by a friend.

9. The Special Committee shall consist of three members of the Board of Governors. The Chair of the Board of Governors, the Deputy Chair and the Principal 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 procedures set out in Articles 10 (5) to 10 (9).

### *(ii) 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 are such that immediate dismissal under Article 10 (11) is not applicable 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 who may

delegate the responsibility for hearing the appeal to an Appeal Committee of members of the Board of Governors whose decision shall be final. A decision to dismiss shall take effect immediately, but if an appeal against a decision to dismiss is successful the staff member shall be reinstated from the date of that decision.

14. The Appeal Committee shall consist of three members of the Board of Governors. The Principal and Staff and Student Governors shall not be eligible for membership of the Appeal Committee.

15. Further procedures for the dismissal of staff by the Principal, and for the consideration of appeals against dismissals, not being inconsistent with Articles 10 (11) to 10 (14) inclusive, 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**

1. 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 reason.

4. The Principal shall ensure, after consultation with the Academic Board, that students have an appropriate opportunity to raise matters of proper concern to them at all levels of 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.

3. 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**

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 its staff and students 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**

1. A copy of these Articles, and any rules and bye-laws, shall be given to every member of the Board of Governors and shall be available for inspection upon request to every member of staff and every student.

#### **16. Amendment of Articles**

1. These Articles may be amended or replaced by a resolution of the Board of Governors either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Board of Governors, in accordance with section 125 of the Act.

#### **17. Date of Articles**

1. These Articles shall come into operation on 12 December 1996.