

INSTRUMENT AND ARTICLES OF GOVERNMENT FOR THE ARTS UNIVERSITY BOURNEMOUTH HIGHER EDUCATION CORPORATION

Interpretation

1. In this document, the following words and expressions shall have the following meanings:
 - 1.1 "the Academic Board" means the Academic Board of the University
 - 1.2 "Benefit" includes:
 - 1.2.1 buying any goods or services from the University on preferential terms
 - 1.2.2 selling goods, services, or any interest in land to the University
 - 1.2.3 being employed by, or receiving any remuneration from, the University, and
 - 1.2.4 receiving any other financial benefit from the University
 - 1.3 "the Board of Governors" means the governing body of the University
 - 1.4 "the Chair" means the chair of the Board of Governors
 - 1.5 "the Secretary" means the person appointed to the office of the Secretary to the Board of Governors
 - 1.6 "the Vice Chair" means the vice chair of the Board of Governors
 - 1.7 "Governor" means a member of the Board of Governors
 - 1.8 "Independent Governors" means Governors who are neither students nor members of staff of the University
 - 1.9 "the Instrument and Articles" means this constitutional document of the University, which is both the Instrument of Government and Articles of Government of the University
 - 1.10 "Senior Post" means the post of the Principal and Vice-Chancellor, the Secretary, and those posts which together constitute the Vice-Chancellor's Executive
 - 1.11 "the University" means the corporation named the Arts University Bournemouth, or such other name as the Board of Governors may from time to time resolve with the approval of any other body as may be required by law
 - 1.12 "the Principal and Vice-Chancellor" means the chief executive officer of the University; and
 - 1.13 references to job titles, offices and committees in this document include any person or body holding substantively the same role, regardless of any change in name of

that role.

The Board of Governors

2. The Board of Governors shall be the supreme governing body of the University and shall be responsible for the exercise of the University's powers. The functions of the Board of Governors shall include, without limitation:

- 2.1 oversight of the conduct of the affairs of the University;
- 2.2 the oversight of the management and administration of the revenue and property of the University;
- 2.3 establishing a framework for the pay and conditions of staff; ensuring that there are in place policies and procedures for the governance and conduct of the University, for dealing with staff performance, discipline, dismissal and grievance, and for dealing with student discipline, complaints and academic appeals; and
- 2.4 the custody and use of the Seal of the University.

3. The Board of Governors may make committees, including but not limited to those required by any regulator of the University, and may delegate all or any of its functions to a committee or any person provided that it shall not delegate:

- 3.1 the determination of the character and mission of the University
- 3.2 the responsibility for ensuring the solvency of the University and for safeguarding its assets, including but not limited to the approval of the annual budget and accounts of the University
- 3.3 its responsibility for ensuring that the University meets any conditions set by its regulatory body or bodies
- 3.4 the appointment of the Principal and Vice-Chancellor of the University
- 3.5 the appointment of independent members to the Board
- 3.6 the making of, alteration, amendment or addition to this Instrument and Articles, subject to the prior approval of any other body if such approval is required by law, or
- 3.7 the approval of procedures for the suspension and dismissal of staff.

Composition of the Board of Governors

4. The Board of Governors shall comprise not fewer than twelve and not more than twenty-four members, a majority of whom will be independent members.

5. The membership will include, but not be limited to, the following

- 5.1 The Principal and Vice-Chancellor, for as long as that person holds office;
- 5.2 Up to two members of staff of the University, appointed by the Board of Governors on a nomination of the Academic Board. Of these two Governors, one shall

normally be a member of academic staff and one shall normally be a member of professional services staff;

- 5.3 The President of the Students' Union of the University, for as long as that person holds office.
6. When considering nominations to the Board for new independent members, the Board will take account of its overall composition and the level of knowledge, expertise and experience available to inform Board consideration across its full range of responsibilities. It will also be mindful of the need to secure a diversity of perspectives on the Board, to support the Board in reaching good decisions.
7. The quorum for meetings of the Board of Governors is one-of the total membership (rounded up to the next whole number), with independent members always being in the majority.
8. Independent Members of the Board are appointed for a term of up to three years. They may be re-appointed, to a maximum of two further three-year terms. In exceptional circumstances, an extension of one final year may be granted to ensure that valuable skills and experience are not lost to the Board. Staff members are appointed for a term of two years, renewable for one further term of two years.
9. The Board of Governors shall appoint a person who is not a student or staff member of the University to serve as Chair. The Chair is appointed for a term of up to three years. They may be re-appointed as Chair, for one or more further terms, provided that their term on the Board does not exceed the maximum term outlined in paragraph 8 above.
10. The Chair shall appoint a person who is not a student or staff member of the University to serve as Vice Chair; and a person who is not a student or staff member of the University to serve as Senior Independent Governor.
11. The Board of Governors may remove a Governor from office, under the conditions set out in the Board's Standing Orders.

Governors' Benefits

12. The University may only confer Benefits on Governors for acting as a Governor, if the Benefit has been authorised by the Board of Governors in accordance with the University's governing documents.

Academic Board

13. There shall be an Academic Board which oversees the scholarly activities of the University. The Academic Board will have such functions, categories of membership and terms of office as are approved by the Board of Governors, and shall normally be chaired by the Principal and Vice-Chancellor.

Academic Freedom

14. 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 employment, status or privileges.

Officers

15. The Board of Governors shall appoint a Principal and Vice-Chancellor with responsibility for the leadership and management of the University.
16. The Board of Governors shall appoint a Secretary who has responsibility for assisting the Chair with the organisation of Board of Governors business.
17. The Board of Governors will be involved in the appointment process to other senior posts, as defined at paragraph 1.10 above.

Staff

18. Appointment and promotion

- 18.1 The Board of Governors shall from time to time agree procedures for the recruitment and appointment to the post of Principal and Vice-Chancellor.
- 18.2 The Principal and Vice-Chancellor shall establish, from time to time, procedures for the appointment of staff, following advice from the Board of Governors and consultation with staff and staff representatives.

19. Rules and procedures

- 19.1 The Board of Governors shall from time to time (following consultation with staff and staff representatives) agree the procedures which shall be followed in the exercise of the powers contained in clauses 20, 21 and 22 below.

20. Suspension

- 20.1 The Chair, or in the absence of the Chair the Deputy Chair, may suspend the Principal and Vice-Chancellor.
- 20.2 The Chair, or in the absence of the Chair the Deputy Chair, in consultation with the Principal and Vice-Chancellor, may suspend the University Secretary.
- 20.3 The Principal and Vice-Chancellor, or their nominee, may suspend any other member of staff. In the case of the holder of a Senior Post, this will only be after consultation with the Chair.

21. Discipline and Dismissal

- 21.1 The Chair, or in the absence of the Chair the Deputy Chair, may discipline the Principal and Vice-Chancellor.
- 21.2 The Chair, or in the absence of the Chair the Deputy Chair, in consultation with the Principal and Vice-Chancellor, may discipline the University Secretary.
- 21.3 The Principal and Vice-Chancellor, or their nominee, may discipline any other member of staff. In the case of the holder of a Senior Post, this will only be after consultation with the Chair.

- 21.4 The Board of Governors may dismiss the holder of a Senior Post, with or without notice. It will do so only after receiving a report from a Special Committee of the Board which has been established to investigate an allegation of misconduct.
- 21.5 There is no appeal against the decision of the Board of Governors.
- 21.6 The Principal and Vice-Chancellor, or their nominee, may dismiss any member of staff other than the holder of a Senior Post with or without notice.
- 21.7 Where a member of staff other than the holder of a Senior Post has been disciplined or dismissed, they may appeal against that decision in accordance with the relevant AUB Policy.

22. Grievances

- 22.1 A Governor may hear and determine the grievance of the holder of a Senior Post, who shall have a right of appeal against that decision to a full meeting of the Board.
- 22.2 The Principal and Vice-Chancellor, or their nominee, may hear and determine the grievance of any member of staff other than the holder of a Senior Post, who shall have a right of appeal against that decision in accordance with the relevant AUB policy.

Students' Union

- 23. There shall be an organisation of students of the University which shall conduct and manage its own affairs in accordance with a constitution approved by the Board of Governors. No amendment to or rescission of that constitution shall be valid unless it has been approved by the Board of Governors.

Seal Of Corporation

- 24. The application of the seal of the University may be authenticated by the signature of any two Governors.