

INSTRUMENT OF GOVERNMENT

In exercise of the powers conferred upon it by section 124ZA of the Education Reform Act 1988, the University of Worcester higher education corporation makes the following Instrument of Government in accordance with which the Corporation will be constituted:

1.

3.1.2. the Vice Chancellor and Chief Executive (ex officio).

- 3.2. Of the appointed members:-
- 3.2.1. up to fifteen shall be independent members appointed in accordance with the Bye-laws;
 - 3.2.2. up to two may be members of academic staff employed by the University or its subsidiaries appointed in accordance with the Bye-laws;
 - 3.2.3. up to two may be members of professional staff employed by the University or its subsidiaries appointed in accordance with the Bye-laws;
 - 3.2.4. up to three may be students of the University nominated by the students thereof.
- 3.3. In appointing members in accordance with paragraph 3.2 the Board of Governors shall ensure that there is always a majority of independent members on the Board of Governors.
- 3.4. A person (other than a person appointed in pursuance of paragraphs 3.2.2, 3.2.3 or 3.2.4 above) who is:-
- (a) employed at the University or by its subsidiaries; or
 - (b) a student at the University

is not eligible for appointment as a member of the Board of Governors.

- 3.5. For the purpose 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 duties of any office held by them in the Students' Union at the University.
- 3.6. It shall be for the Board of Governors to determine any question as to whether any person is qualified for appointment as a member of the Board of Governors of any description or category.

4.

- 4.1. The Board of Governors shall determine the period of office of members in each of the categories set out in paragraph 3.2 above. Such members shall hold and vacate office in accordance with the terms of their appointment and , on ceasing to be a member on completion of their period of office, may be eligible for reappointment in accordance with the Bye-laws.
- 4.2. A member of the Board of Governors may at any time by notice in writing to the Clerk resign his/her office.
- 4.3. If at any time the Board of Governors is satisfied that any member of the Board of Governors:-
- 4.3.1. 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
 - 4.3.2. is unable or unfit to discharge the functions of a member; or
 - 4.3.3. is disqualified from acting by virtue of section 178 of the Charities Act 2011; or
 - 4.3.4. for any other good cause agreed formally by the Board of Governors,

the Board of Governors may in accordance with the procedure set out in the Bye-laws remove them from office.

- 4.4. Where a staff or student member of the Board of Governors ceases before the end of his/her period of office to be a member of staff or a student of the University, as the case may be, they

ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 124E of the Education Reform Act 1988, the University of Worcester higher education corporation makes the following Articles of Government in accordance with which the University of Worcester shall be conducted:

1.

- 1.1 In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government of the University, and

"the Academic Board" means the Academic Board of the University constituted in accordance with the Articles;

"holders of senior posts" means those persons appointed by the Board, namely the Vice Chancellor and Chief Executive, the Clerk and the holders of such other senior posts as the Board of Governors may from time to time determine, and "holder of a senior post" shall be construed accordingly;

"staff" includes both academic and professional staff of the University or its subsidiaries;

"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.

2.

- 2.1 The University shall be conducted in accordance with the provisions of the Education Acts (as defined in section 578 of the Education Act 1996), any relevant regulations, orders or directions made by the Secretary of State or the OfS, and subject thereto, in accordance with the provisions of the Instrument of Government, these Articles and any rules or Bye-laws made under these Articles.

3.

Responsibilities

- 3.1 The Board of Governors shall be responsible:

3.1.1 for the determination of the educational character, mission

the pay and conditions of service of the holders of senior posts;

3.1.5 for setting a framework for the pay and conditions of all other staff subject to any delegation to its subsidiaries.

3.2 In carrying out its responsibilities the Board of Governors shall have regard to the public interest governance principles applicable to the University under the terms of its registration with the OfS as a higher education provider.

Delegation of Functions and Committees

3.3 Subject to the following provisions, the Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice Chancellor and Chief Executive or to the Academic Board, and may delegate powers to such a committee or to the Chair or to the Vice Chancellor and Chief Executive.

3.4 Each committee shall be chaired by an independent member of the Board of Governors. The membership of committees (which may include persons who are not members of the Board of Governors) and their terms of reference shall be set out in Bye-laws.

3.5 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to:

3.5.1 the appointment of new members of the Board of Governors;

3.5.2 audit, in accordance with the requirements of the OfS; and

3.5.3 the remuneration of the holders of senior posts.

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

- the determination and oversight of the educational character, strategy (including the financial strategy) and mission of the University;
- the approval of the annual estimates of income and expenditure and the annual report and accounts;
- ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Vice Chancellor and Chief Executive and the holders of senior posts;
- the varying or revoking of the Instrument of Government or these Articles.

Procedures

3.7 The quorum for meetings of the Board of Governors shall be two-thirds of the appointed members, of whom the majority shall be independent members.

3.8 Detailed procedures governing the conduct of meetings of the Board of Governors and its committees will be set out in Bye-laws.

3.9 Members of the Board of Governors shall not be bound in their speaking and voting by instructions given to them by other persons or bodies.

3.10 Members of the Board of Governors shall declare any pecuniary, family or other conflicts of interest in any matter under discussion. Members who declare such interests shall take no part in consideration of the matter, and may be asked to withdraw.

3.11 The Clerk will maintain a record of members' interests.

3.12 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.

Publication of Proceedings of the Governing Body

3.13 The agenda, confirmed minutes and papers considered for meetings of the Governors and its committees shall be stored in a s(e)-3 ed()Tj-w3 (c)-1.9 (o)-6.6)c 0.E(dTd()Tj)1

the Academic Board, and for the determination of its other activities;

4.1.5 for preparing annual estimates of income and expenditure and the annual report and accounts for consideration by the Board of Governors and for the management of budget and resources, within the estimates approved by the Board of

affected in any of the following ways:

6.4.1 loss of their jobs or privileges at the University

6.4.2 the likelihood of their securing promotion or different jobs at the provider being reduced.

Staff