

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

3.2. Of the appointed members:

- 3.2.1. up to fifteen shall be independent members appointed in accordance with the Byelaws
- 3.2.2. up to two may be members of academic staff appointed in accordance with the Byelaws
- 3.2.3. up to two may be members of professional staff appointed in accordance with the Byelaws
- 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
- (b) a student at the University

shall cease to be a member of the Board of Governors

5. Officers

5.1. The Board of Governors shall appoint from among independent members a Chair, up to two Vice Chairs and any other officers which it may determine, in accordance with the Bylaws. The maximum period of office of the Chair shall normally be two terms of four years.

6. Seal of Corporation

6.1. The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other person authorised generally or specifically by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors.

6.2. The seal shall be held under secure arrangements by the Clerk.

7. Amendment of Instrument

7.1. This Instrument may be amended or replaced by a resolution of the Board of Governors in accordance with section 124ZA of the Act.

ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 124 of the Education Reform Act 1988, the University of Worcester higher education corporation make the following Articles of Government in accordance with which the University of Worcester 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 of the University and

3.1.5 for setting a framework for the pay and conditions of other staff.

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

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 Governor and its committees shall be stored in a secure electronic resource and a record of the open business shall be published on the University's website. Open business shall be defined as matters that do not relate to named past, present or prospective staff or students of the University or matters which the Governors or the appropriate committee resolve to be confidential.

Appointment of Clerk to the Board of Governors

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

3.15 The role of the Clerk is to advise the Board of Governors on procedure and keep a formal record of their proceedings. Notwithstanding any other senior management role the person appointed as Clerk may have within the University, in her or his capacity as Clerk, she is directly accountable to the Board of Governors and not to the Vice Chancellor and Chief Executive or any other member of the University's management.

3.16 The Board of Governors shall establish rules which specify the Clerk's rights and responsibilities and procedures to be followed should a conflict of interest be identified.

4. Responsibilities of the Vice Chancellor and Chief Executive

4.1 Subject to the responsibilities of the Board of Governors, the Vice Chancellor and Chief Executive shall be the chief executive of the University and shall be responsible:

4.1.1 for making proposals to the Board of

6.5.2 enabling staff (including the holders of senior posts) to raise grievances about their employment.

7. Students