

UNIVERSITY OF NORTHUMBRIA AT NEWCASTLE

ARTICLES OF GOVERNMENT

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

Cross-references beginning IG are to the Instrument of Government and cross-references beginning GR are to the Governance Regulations.

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 dated 25 April 2022 and effective from 1 August 2022.	
2	CONDUCT OF THE UNIVERSITY	
2.1	The activities of the University shall be conducted in accordance with the provisions of the Education Reform Act 1988 (as amended), the Higher Education and Research Act 2017, the Instrument of Government, these Articles and any Regulations made under these Articles.	
3	POWERS OF THE UNIVERSITY	
3.1	<p>The University shall, without limitation, have the power to do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of any of its Principal Powers and Supplementary Powers under the Education Reform Act 1988 (as set out in the Instrument of Government). In particular, the University has the power, to the full extent permitted by charity law, to:-</p> <p>3.1.1 award degrees and other academic awards (pursuant to an order granted under Section 76 of the Further and Higher Education Act 1992) and to withdraw such awards;</p> <p>3.1.2 employ staff and appoint professors, readers and other titles of recognition of academic merit;</p> <p>3.1.3 acquire, own, lease, maintain, manage and dispose or land and other property;</p> <p>3.1.4 solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;</p> <p>3.1.5 borrow or raise funds and in connection with the borrowing or raising of such funds to give security, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;</p> <p>3.1.6 invest;</p> <p>3.1.7 solicit, receive and administer fees, charges, grants, subscriptions, donations; endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income;</p> <p>3.1.8 act as trustee or manager for and in relation to endowments, legacies and gifts;</p> <p>3.1.9 give guarantees;</p> <p>3.1.10 co-operate, collaborate or enter into any arrangement with other institutions and individuals, award joint degrees or other awards, and</p>	<p>IG3.1 IG3.2</p>

	<p>affiliate or incorporate into the University any other body or organisation and take over its property, rights, liabilities and staff or merge;</p> <p>3.1.11 engage with the public, private and voluntary and community sectors to advance education, training or retraining and to promote research;</p> <p>3.1.12 establish or acquire subsidiary undertakings;</p> <p>3.1.13 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;</p> <p>3.1.14 employ and remunerate such staff as are necessary for carrying out the work of the University;</p> <p>3.1.15 make and publish regulations and procedures for the governance and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient; and</p> <p>3.1.16 provide indemnity insurance for the members of the Board of Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.</p>	
4	<p>RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR, SECRETARY, ACADEMIC BOARD AND CHANCELLOR</p>	
4.1	<p>The Board of Governors</p> <p>The Board of Governors (the members of which are the charity trustees of the University) shall be responsible for:</p> <p>4.1.1 the determination of the educational character, mission and strategy of the University and for oversight of all of its activities;</p> <p>4.1.2 the financial sustainability and viability of the University including approving the annual budget and financial forecast and the annual statement of income and expenditure;</p> <p>4.1.3 upholding the Primary Regulator's public interest governance principles and complying with its conditions of registration and any other requirements of the Primary Regulator and the University's other regulators;</p> <p>4.1.4 the appointment, appraisal, suspension and dismissal of and for determining the remuneration of and terms and conditions of service of the Vice-Chancellor and the appointment, suspension and dismissal of the Secretary, whose terms and conditions of service are set by the Executive; and</p> <p>4.1.5 setting a framework for the pay and conditions of service of all other staff.</p>	
4.2	<p>The Vice-Chancellor</p> <p>Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive of the University, the chair of the Academic Board and the accountable officer as defined by the Primary Regulator, and shall be responsible for:</p> <p>4.2.1 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;</p> <p>4.2.2 the organisation, direction and management of the University and leadership of the staff;</p> <p>4.2.3 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;</p>	

	<p>4.2.4 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;</p> <p>4.2.5 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; and</p> <p>4.2.6 the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.</p>	
4.3	<p>The Secretary The Board of Governors shall appoint a Secretary upon such terms as the Executive determines in accordance with the pay and conditions of service of all other staff. The Secretary shall act as the clerk to the Board of Governors.</p>	
4.4	<p>The Academic Board There shall be an Academic Board of the University which shall, subject to the oversight of the Board of Governors, oversee the education and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of Students. It is advisory to the Vice-Chancellor and the Board of Governors on academic matters.</p>	
4.5	<p>The Board of Governors shall receive and test assurance from the Academic Board that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective. The Academic Board shall provide to the Board of Governors such academic assurance as it may require on a regular basis and such other advice and guidance as it may request from time to time.</p>	
4.6	<p>The membership of the Academic Board shall be determined by its Chair (the Vice-Chancellor) and shall include the Deputy Vice-Chancellor, Pro Vice-Chancellors, Academic Registrar, Faculty Academic Staff Representatives, Professional Support Staff Representatives, Student Representatives and other staff as the Chair deems necessary.</p> <p>Up to two Independent Members of the Board of Governors nominated by the Board of Governors shall attend Academic Board as observers.</p>	
4.7	<p>The Chair of Academic Board shall determine the number of staff and student representatives ensuring that the membership of the Board does not exceed 30.</p>	
4.8	<p>The Chancellor The Board of Governors shall appoint a Chancellor of the University who shall be the ceremonial head of the University and with such responsibilities as may be prescribed by the Board of Governors in the Governance Regulations.</p>	GR3.1
4.9	<p>The Board of Governors may also appoint one or more Pro-Chancellors, with such responsibilities as it may prescribe in the Governance Regulations.</p>	GR3.2
5	<p>DELEGATION</p>	
5.1	<p>The Board of Governors may delegate any of its powers, functions or duties to any person, committee or body (see Instrument of Government 7.1).</p>	IG7.1 GR5.1

5.2	The Board of Governors shall not delegate responsibility for: 5.2.1 appointing suspending or dismissing the Vice-Chancellor or the Secretary; 5.2.2 the determination of the educational character and mission of the University; 5.2.3 the approval of the University Strategy; 5.2.4 the amending or revoking of these Articles or the Instrument of Government; 5.2.5 making, amending or revoking of any of the Regulations; and 5.2.6 the approval of the University's financial forecasts, annual budget and the Annual Report and Financial Statements.	GR5.1
5.3	The Board of Governors may revoke or alter a delegation.	
6	PROCEDURES FOR MEETINGS	
6.1	The quorum for meetings of the Board of Governors shall be ten members of whom six must be Independent Members. If ten or more members are present, but less than half of them are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting or be transacted by Written Resolution (see 6.7 below).	
6.2	Members of the Board of Governors shall declare any relevant interest at the start of each meeting and shall not participate in any decision in which they or a family member have a pecuniary or other conflict of interest.	GR6.6
6.3	The Board of Governors shall make Regulations for the appointment of officers who shall include a Chair, Deputy Chair and Senior Independent Governor, to be appointed from among the independent members, and for the appointment of members.	IG4.3 GR2.1
6.4	The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member.	
6.5	A meeting of the Board of Governors may be held in person and/or by any suitable virtual/online means through which each participant may communicate with all the other participants, as well as in person.	GR6.1
6.6	Decisions required at a meeting of the Board of Governors where consensus cannot be achieved shall be decided by a simple majority of the members of the Board of Governors in attendance at such meeting. Where such a decision would, in the opinion of the Chair of Board advised by the Secretary or in the opinion of the Senior Independent Governor, have material constitutional implications, be irrevocable or would require notification to the Primary Regulator, it shall require the agreement of at least 66% of the members of the Board of Governors in attendance.	
6.7	A resolution in writing or in electronic form agreed by all members of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, provided that the proposed resolution is sent to every	GR6.1 GR6.10

	member of the Board of Governors and a quorate simple majority (or such higher proportion as prescribed in the Governance Regulations) of the members signify their agreement to the proposed resolution within the period set for a response when the resolution is circulated.	GR6.5
6.8	Procedures for meetings of the Academic Board and of committees of the Board of Governors or Academic Board and procedures in relation to the appointment of members of the Board of Governors shall be set out in the Governance Regulations.	GR6 GR2.1 GR2.4
7	STAFF	
7.1	The University may appoint such staff as may be required to fulfil the functions of the University.	
7.2	The Board of Governors shall oversee: (a) procedures for the discipline, dismissal, suspension and hearing of grievances of staff including the Vice-Chancellor and the Secretary, acting in an appellate capacity for the suspension and dismissal of staff of the University above grade 9; (b) procedures for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals.	GR7 GR8
7.3	The Board of Governors shall have regard to the need to ensure that academic staff of the University shall 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.	
8	STUDENTS' UNION	
8.1	There shall be a Students' Union of the University and the Board of Governors shall take practical steps to ensure that the Students' Union operates in a fair, democratic, accountable and financially sustainable manner.	GR8
9	FREEDOM OF SPEECH	
9.1	The University shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.	
9.2	The University shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the University with respect to meetings and other activities held on the premises of the University, and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.	
10	FINANCIAL MATTERS	
10.1	The Board of Governors shall 10.1.1 keep accounts and records in accordance with any applicable financial accounting frameworks and any requirements of the Regulator, and	

	10.1.2 appoint an external auditor or auditors who shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body, to carry out the external audit of the university's annual report and financial statements.	
11	REGULATIONS	
11.1	The Board of Governors shall have power to make Regulations concerning such matters with regard to the government and conduct of the Board of Governors and the University as it shall think fit, including, without limitation the process for appointment or election to the Board. Such Regulations shall be subject to the provisions of these Articles.	
12	AMENDMENT, REPLACEMENT OR REVOCATION OF ARTICLES	
12.1	These Articles may be amended, replaced, suspended or revoked by the Board of Governors in accordance with Article 6.6 provided that the changes would not result in the University ceasing to be a charity.	
13	DATE OF ARTICLES	
13.1	These Articles shall come into operation on 1 August 2022.	
13.2	The Articles shall routinely be reviewed every three years, with the next reviewed version coming into operation on 1 August 2025 and on every third anniversary thereafter. Amendments to the Articles will also be made if required by changes in internal arrangements or external requirements, and will be submitted to Nominations Committee for endorsement and Board of Governors for approval.	