At the Council Chamber, Whitehall

THE 5th DAY OF MARCH 1993

BY THE LORDS OF HER MAJESTY’S MOST HONOURABLE PRIVY COUNCIL

WHEREAS section 124A(3) and (4) of the Education Reform Act 1988(a) (hereinafter referred to as “the Act”) provide that the Privy Council may by Order make an instrument of government of any higher education corporation with respect to which Schedule 7 to the Act has effect, and that the said instrument of government shall comply with the requirements of Schedule 7A to the Act and may make any provision authorised to be made by the said Schedule 7A and such other provision as may be necessary or desirable:

AND WHEREAS the University of Plymouth higher education corporation is a higher education corporation with respect to which the said Schedule 7 has effect:

NOW, THEREFORE, Their Lordships, in exercise of the powers conferred on Them by the said section 124A(3) are pleased to, and do hereby, make an instrument of government for the University of Plymouth higher education corporation as set out in the Schedule to this Order, which shall come into force forthwith.

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SCHEDULE

INSTRUMENT OF GOVERNMENT REFERRED TO IN THE FOREGOING ORDER

1. INTERPRETATION

(1) In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph—

“the Act” means the Education Reform Act 1988 as amended from time to time;

“the Corporation” means the University of Plymouth higher education corporation;

“the Board of Governors” means the members of the Corporation;

(a) 1988 c.40; section 124A was inserted by section 71 of the Further and Higher Education Act 1992 (c.13).
“the University” means the University of Plymouth conducted by the Corporation;
“the Principal” means the Vice-Chancellor and the Chief Executive of the University;
“the Academic Board” means the Academic Board of the University constituted in accordance with the Articles;
“the Instrument” means the Instrument of Government of the Corporation;
“the Articles” means the Articles of Government in accordance with which the University is conducted;
“the Clerk” means the person appointed to the office of the Clerk to the Board of Governors under the Articles;
“the Secretary of State” means the Secretary of State for Education; and
“the appointing authority” means the Corporation unless otherwise specified.

(2) References in this Instrument, in relation to the Board of Governors, to a variable category of members are references to any category of members in relation to which the number applicable in accordance with paragraph 3 below is subject to variation.

2. **NAME OF THE CORPORATION**

   (1) The Board of Governors may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

3. **MEMBERSHIP OF THE BOARD OF GOVERNORS**

   (1) The Board of Governors shall consist of—

   (a) not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and

   (b) the Principal, unless he chooses not to be a member.

   (2) Of the appointed members—

   (a) up to thirteen shall be independent members;

   (b) up to two may be teachers at the University nominated by the Academic Board and up to two may be students of the University nominated by the students thereof; and

   (c) at least one and not more than nine shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.

   (3) Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.

   (4) The co-opted member required by sub-paragraph 3(2)(c) above shall be a person who has experience in the provision of education.
(5) A person (other than a person appointed in pursuance of sub-paragraph 3(2)(b) above) who is—
(a) employed at the University (whether or not as a teacher);
(b) a full-time student at the University; or
(c) an elected member of any local authority,
is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.

(6) For the purposes 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 he has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him in the students' union at the University.

(7) It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

4. Determination of Membership Numbers

(1) The Board of Governors shall make a determination with respect to their membership numbers.

(2) Such a determination shall fix the number of members of each variable category of which the Board of Governors are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3(2) above.

(3) In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be independent members.

(4) Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.

(5) Such a determination may be varied by a subsequent determination.

5. Appointment of Members of the Board of Governors

(1) Subject to the provisions of section 124C of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with paragraph 4(1) above takes effect.

(2) The Board of Governors are the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.
(3) Where an appointment of an additional independent member of the Board of Governors falls to be made in consequence of a determination in accordance with paragraph 4 above, the appointing authority in relation to the appointment—

(a) shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of the determination; or

(b) if the appointment is not made within that period, shall be the current independent members of the Board of Governors.

(4) Where a vacancy in the office of an independent member of the Board of Governors arises on any existing independent member ceasing to hold office on the expiry of his term of office—

(a) his successor shall not be appointed more than six months before the expiry of that term; and

(b) the appointing authority in relation to the appointment of his successor—

(i) shall be the Board of Governors if the appointment is made not less than three months before the expiry of that term; or

(ii) if the appointment is not so made, shall be the current independent members of the Board of Governors.

(5) Where a vacancy in the office of an independent member of the Board of Governors arises on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of his successor—

(a) shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be); or

(b) if the appointment is not made within that period, shall be the current independent members of the Board of Governors.

(6) No appointment of an independent member of the Board of Governors by the Board of Governors in accordance with sub-paragraph 5(3)(a), 5(4)(b)(i) and 5(5)(a) above shall be made unless the appointment has been approved by the current independent members of the Board of Governors.

(7) If the number of independent members of the Board of Governors falls below the number needed in accordance with the Articles for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of independent members as is required for a quorum.

6. TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS

(1) Independent Members, Teacher Members and Co-opted Members shall be appointed for a term of office of not less than one or more than three Years. Student Members shall be appointed for a term of office of one Year. Unless he has chosen not to be a Member, the Principal shall be a Member for as long as he holds the office of Principal of the University.
(2) On the expiry of his term of office a Member other than a Student Member shall be entitled to continue in office until his successor has been appointed.

(3) A member of the Board of Governors may at any time by notice in writing to the Clerk resign his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.

(4) If at any time the Board of Governors are satisfied that any member of the Board of Governors—
   (a) 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
   (b) is unable or unfit to discharge the functions of a member,
the Board of Governors may by notice in writing to that member remove him from office; and thereupon the office shall become vacant.

(5) Where a member of the Board of Governors appointed as an Academic Board nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of Governors, ceases before the end of his period of office to be a member of staff or a student of the College, as the case may be, his office shall thereupon become vacant.

(6) The Board of governors shall make appropriate arrangements for the nomination of Teacher Members and Student Members in accordance with sub-paragraph 3(2)(b) above.

7. Officers
   (1) The Board of Governors shall elect the Chairman and Vice Chairman from among their number. Neither the Chairman nor the Vice Chairman may be a Student Member, a Teacher Member or a Co-opted Member employed by the University. The Board of Governors shall determine the Chairman’s and Vice Chairman’s terms of office.

8. Committees and Delegation of Powers
   (1) The Board of Governors may establish a committee of the Corporation for any purpose or function other than those assigned in the Articles to the Principal or to the Academic Board and may delegate powers to such committee or to the Chairman, Vice Chairman or Principal.

   (2) A committee established by the Board of Governors may include persons who are not Members.

9. Allowances
   (1) The Board of Governors may pay the Members such reasonable allowances for the discharge of their duties as Members (including travelling and subsistence expenses and compensation for loss of earnings) as the Board of Governors may from time to time determine.
10. **Seal of Corporation**

(1) The application of the seal of the Corporation shall be authenticated by the signature of the Chairman (or, in his absence the Vice Chairman) and the Principal; or the Chairman (or, in his absence, the Vice Chairman) and the Clerk; or any two Members (not including the Chairman, Vice Chairman and Principal) authorised either generally or specially by the Board of Governors to act for that purpose.

(2) The Corporation Seal shall be held under secure arrangements by the Clerk.

11. **Copies of Instrument of Government**

(1) Copies of the Instrument of Government shall be provided to each member of the Board of Governors.
UNIVERSITY OF PLYMOUTH

ARTICLES OF GOVERNMENT

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

1. Definitions and Interpretation

1.1 In these Articles, words and expressions shall have the meanings respectively ascribed to them in clause 1 of the Instrument of Government of the University of Plymouth made by the Privy Council on the 5th March 1993, and

"the Act" means the Education Reform Act 1988.

"Appeals Committee" means the appeals committee of the Board of Governors established in accordance with Article 5.2(c).

"Approved Nominee" means the Manager nominated by the Principal and approved by the Board of Governors for the purposes set out in Articles 10.10 to 10.15.

"Award" means any degree, diploma, certificate or other academic award or distinction granted or to be granted to persons

(i) who complete an appropriate course of study and satisfy an appropriate assessment or

(ii) who complete an appropriate programme of supervised research and satisfy an appropriate assessment

and for the purposes of this definition assessment includes examination and test.

"the Chairman" means the chairman of the Board of Governors elected in accordance with Clause 7 of the Instrument.

"the Chancellor" means the chancellor of the University.

"Co-opted Member" means a person who has experience in the provision of education (and may be a member of Staff, a Student or an elected member of any local authority) nominated for Membership by Members other than those previously co-opted and appointed by the Board of Governors in accordance with the Instrument.

"Independent Member" means a Member who satisfies the criteria laid down in clause 3(3) of the Instrument and is appointed by the relevant appointing authority in accordance with the Instrument.

"Management" means such holders of senior posts as have been appointed by the Principal to assist him in discharging his function.

"Manager" means a member of Management.
"Member" means a member of the Corporation and references to "Membership" are references to the status of being a Member or, in Article 7.10, to the total number of Members.

"Special Committee" means the committee of the Board of Governors established in accordance with Article 5.2(a).

"Staff" means all staff employed by the Corporation except, for the purposes of Articles 10.9 to 10.15 inclusive, the Principal.

"Student" means any person who is registered for an Award of the University (or for an Award to be conferred by the University on behalf of another award-granting body) or satisfies the requirements of paragraph 4(5) of Schedule 7 to the Act or is an elected officer (whether salaried or not) of the Students' Union.

"Student Member" means a Member nominated by the Students and appointed by the Board of Governors in accordance with the Instrument.

"Students' Union" means the Students' union or any other association of the generality of Students formed to further the educational purposes of the University and the interest of the Students as students.

"Teacher Member" means a teacher employed by the Corporation, nominated for Membership by the Academic Board and appointed by the Board of Governors in accordance with the Instrument.

"the Vice Chairman" means the vice chairman of the Board of Governors elected in accordance with clause 7 of the Instrument.

1.2 A reference to an Article shall be to an article of these Articles, words importing one gender shall import all genders, and, unless the context otherwise requires, the singular number shall include the plural and vice versa.

1.3 The headings are included for convenience only and shall not affect the construction of these Articles.

2. **Conduct of the University**

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

**Board of Governors**

3.1 The Board of Governors shall be responsible for:

(a) the appointment and dismissal of the Chancellor;

(b) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Principal;

(c) the approval of annual estimates of income and expenditure;

(d) the composition and structure of Management;

(e) the determination of the educational character and mission of the University and oversight of its activities;
(f) the solvency of the University and the Corporation and the safeguarding of their assets;

(g) setting a framework for the pay and conditions of service of Staff other than the Principal;

(h) any other matters brought expressly within the ambit of their responsibilities by these Articles

provided that the Board of Governors shall exercise the responsibilities set out in paragraphs (a) and (b) by resolution and the responsibilities set out in paragraphs (c) to (h) by resolutions addressed or proposals made to or approvals given to (or, as the case may be, withheld from) the Principal.

The Principal

3.2 Subject to the responsibilities of the Board of Governors the Principal shall be the chief executive of the University and shall be responsible for:

(a) implementing resolutions passed or proposals made by the Board of Governors in the exercise of its responsibilities under Article 3.1;

(b) 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;

(c) the organisation, direction and management of the University and leadership of the Staff;

(d) the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within the framework set out for that purpose by the Board of Governors - of the pay and conditions of service of Staff other than the Principal;

(e) the determination, after consultation with the Academic Board, of the University's academic activities and the determination of its other activities;

(f) 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;

(g) the effective and efficient use of resources;

(h) the maintenance of Student discipline and, within the rules and procedures provided for in these Articles, for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons; and

(i) establishing, subject to the approval of the Board of Governors, the composition and structure of Management.

The Academic Board

3.3 Subject to the provision of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Academic Board shall subject, where appropriate, to the requirements of validating and accrediting bodies be responsible to the Principal 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; and the procedures for granting of Awards and honorary academic titles;

(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; and

(c) advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board.

3.4 The Academic Board may, with the approval of the Principal, establish such committees as are considered necessary for the effective discharge of the Academic Board's responsibilities. The Academic Board may, with the approval of the Principal, determine the number of members of any such committee and the terms on which they are to hold and vacate office.

4. Academic Board: Composition and Procedures

Composition

4.1 The Academic Board shall have not more than forty-five members which shall consist of:

(a) the Principal; and

(b) not less than twenty-six and not more than forty-four members appointed in accordance with the provision of these Articles.

4.2 Of the appointed members of the Academic Board:

(a) not less than thirty per cent and not more than forty per cent shall be Managers;

(b) not less than thirty per cent and not more than forty per cent shall be persons elected by Staff employed in an academic capacity from among their own number (other than the Principal);

(c) not less than five per cent and not more than ten per cent shall be persons elected by the Students from among their own number provided that Students who are students of other higher or further education institutions but are registered for an Award of the University shall not be eligible to participate or to be elected in any such election;

(d) not more than fifteen per cent may be co-opted by the Academic Board from among persons appearing to the Academic Board to have shown capacity in academic matters.

4.3 Subject to Articles 4.1 and 4.2 the Board of Governors shall in respect of each category of appointed members of the Academic Board approve the following and any change therein:

(a) the total numbers of members;

(b) the period of appointment of members;

(c) the election or co-option arrangements (as the case may be).
Conduct of Meetings of the Academic Board

4.4 The Principal shall:
(a) be chairman of the Academic Board;
(b) appoint a deputy chairman of the Academic Board; and
(c) appoint a secretary to the Academic Board;
(d) appoint the members of the Academic Board in accordance with the provisions of these Articles.

4.5 (a) Members of the Academic Board shall serve for a term of not less than one academic year and not more than three academic years or until their successors are appointed whichever shall be the later, save that:
(i) The Principal and Management members of the Academic Board shall serve ex-officio; and
(ii) the Student members of the Academic Board shall be appointed for a term of one year.

(b) If a member of the Academic Board ceases to be employed by the Corporation or ceases to be a Student of the University or ceases to hold any office on the basis of which he was co-opted by the Academic Board, his membership of the Academic Board shall terminate forthwith. A member of the Academic Board may at any time by notice in writing to the Principal resign from his office as member of the Academic Board. A member of the Academic Board whose term of office has expired by lapse of time or who has resigned shall be eligible for re-appointment if he belongs to one of the four categories of person referred to in Article 4.2.

(c) If a member of the Academic Board:
(i) has been absent from all meetings of the Academic Board in any academic year without the permission of the chairman of the Academic Board; or
(ii) is, in the opinion of the Academic Board, unable or unfit to discharge his functions as a member of the Academic Board,
the Academic Board may by resolution remove that member from office.

4.6 The Academic Board shall hold ordinary meetings at least three times in each academic year which shall normally be called by the secretary to the Academic Board who shall send to each member the agenda and other documents and papers at least five clear working days before the date of the meeting.

4.7 The quorum for meetings of the Academic Board shall be one third of its total membership and one third of its Management members.

4.8 The chairman of the Academic Board may invite persons other than members of the Academic Board to attend a meeting of the Academic Board and contribute to the discussion of particular items of business where their contribution would be of particular assistance to the Academic Board. Such persons shall not be entitled to vote.
4.9 Except where they relate to any matter which the Academic Board is satisfied should be dealt with on a confidential basis, the following documents in respect of a meeting of the Academic Board will be available for inspection by Staff and Students:

(a) the agenda of the meeting;
(b) draft minutes if they have been approved by the chairman of the meeting;
(c) the signed minutes of the meeting;
(d) reports or papers considered at the meeting.

4.10 The provisions in Articles 7.7, 7.9, 7.11, 7.12 (except the reference therein to Article 7.10), 7.13, 7.14 and 7.16 shall apply with only the necessary adaptations to the meetings of the Academic Board.

5. Delegation of Functions and Committees

5.1 Board of Governors

Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Academic Board, and may delegate powers to such committees or to the Chairman or Principal.

5.2 The Board of Governors shall establish the following committees:

(a) an employment and finance committee or committees which shall consist of Members other than Teacher Members, Student Members and Co-opted Members employed by the Corporation;

(b) an audit committee;

(c) an appeals committee for the purpose of hearing appeals under Article 10.15(b) and (e).

5.3 (a) At the request of the Chairman or a majority of the Members the Board of Governors shall establish a special committee for the purposes set out in Articles 10.5 and 10.7.

(b) The Special Committee shall have not fewer than three and not more than five Members (in this paragraph "the Committee Members") elected by Members from their own number other than Teacher Members, Student Members, Co-opted Members employed by the Corporation, the Chairman, the Vice Chairman and the Principal. All members of the Special Committee shall constitute a quorum. A Committee Member shall not take part in any meeting of the Special Committee convened for the purpose of considering the dismissal of the Principal, if the Committee Member has been directly or indirectly involved in any event or circumstance leading to the suspension of the Principal or the proposal for his dismissal, and it is hereby declared for the avoidance of doubt that the participation in a resolution by the majority of the Members for the purpose for referring the proposed dismissal of the Principal to the Special Committee shall not, on its own, constitute such involvement. A Committee Member who has attended a meeting of the Special Committee for the purpose of considering the dismissal of the Principal shall not participate in any subsequent vote by the Board of Governors on such dismissal.
5.4 The Board of Governors shall not, however, delegate the following:

(a) the determination of the educational character and mission of the University;
(b) the approval of the annual estimates of income and expenditure;
(c) ensuring the solvency of the University and of the Corporation and the safeguarding of their assets;
(d) the appointment or dismissal of the Principal;
(e) the appointment or dismissal of the Chancellor; and
(f) the varying or revoking of these Articles.

6. Appointment of Clerk to the Board of Governors

The Principal shall appoint the Clerk subject to the approval of the Board of Governors. The Clerk shall act as secretary to the Board of Governors and shall be responsible to the Principal for the performance of his secretarial duties from day to day but shall have access to the Chairman, or in his absence, the Vice Chairman on all matters relating to meetings of the Board of Governors.

7 Procedures for meetings of the Board of Governors and its Committees

7.1 Where the Board of Governors is the appointing authority in relation to the appointment of a member of the Board of Governors, the appointment shall be made at a meeting of the Board of Governors. All acts and proceedings of the Board of Governors in its capacity as appointing authority shall be governed by Articles 7.3 to 7.15 and Article 7.17 (except that the restrictions in Article 7.17 shall not apply to a member of Staff or a Student named only for the purpose of his appointment (or proposed appointment) as a member of the Board of Governors).

7.2 Where the Independent Members are the appointing authority for the appointment of an independent member of the Board of Governors, the Independent Members shall constitute a committee of the Board of Governors for the purpose of making the appointment and the appointment shall be made at a meeting of the committee. All acts and proceedings of the committee shall be governed by the following provisions:

(a) The agenda for a meeting of the committee shall be drawn up by the Chairman and sent to each Independent Member by the Clerk at least five clear days before the date of the meeting;
(b) The quorum for a meeting of the committee shall be the quorum required under Article 7.10(c) for a meeting of Independent Members;
(c) All meetings of the committee shall be chaired by the Chairman or, if the Chairman is absent, by the Vice Chairman or, if both the Chairman and the Vice Chairman are absent, by an Independent member elected by the Independent Members present from among their number;
(d) The signed minutes of the meeting will be available for inspection by Staff and Students;
(e) Articles 7.3, 7.5, 7.7, 7.9 and 7.11 to 7.15 shall apply as if all references to Members had been replaced by references to Independent Members, all references to the Board of Governors had been replaced by references to the committee, the reference to a special meeting in Article 7.7 had been replaced by a reference to a meeting of the committee and Article 7.12 had been made subject to Article 7.2(b).
7.3 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.

7.4 All meetings of the Board of Governors shall be chaired by the Chairman or, if the Chairman is absent, by the Vice Chairman or, if both the Chairman and the Vice Chairman are absent, by a Member elected by the Members present from among their number other than Teacher Members, Student Members and Co-opted Members employed by the Corporation to act as chairman of the meeting before any other business is transacted.

7.5 In the absence of the Chairman, the Vice Chairman shall exercise all rights and perform all duties of the Chairman under these Articles.

**Conduct of Meetings**

7.6 The Board of Governors shall hold an ordinary meeting at least twice in each academic year. An ordinary meeting shall normally be called by the Clerk who shall send each Member the agenda and other documents and papers at least five clear working days before the date of the meeting.

7.7 A special meeting may at any time be called by the Chairman or requisitioned by any five Members delivering a signed notice to the Clerk stating the nature of the business proposed for discussion at the meeting whereupon the Clerk shall give five clear working days notice to all Members of the date of the meeting and the matters to be discussed. If the Chairman so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of the meeting and the matters to be discussed is given with such period of less than five working days as the Chairman may within his absolute discretion determine.

7.8 The Chairman, in consultation with the Principal, shall draw up the agenda for each ordinary meeting and each special meeting of the Board of Governors.

7.9 If at any meeting the business is not completed, the meeting shall stand adjourned sine die and the adjourned meeting shall be reconvened as soon as it conveniently may be. Any meeting may be adjourned by resolution.

7.10 (a) The quorum for a meeting of the Board of Governors shall be for each of the levels of total Membership of the Corporation set out in column (1) below the number of Members set immediately opposite such level in column (2) below which shall include the number of Independent Members set opposite such level in column (3) below.

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<th>Total Membership of the Corporation</th>
<th>Number of Members that constitute a quorum</th>
<th>Number of Independent Members that constitute a quorum</th>
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(b) If a meeting of the Board of Governors is quorate, but the Independent Members are a minority, a majority of the Independent Members present shall have the right to demand that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

(c) The quorum for a meeting of Independent Members shall be for each of the levels of total Membership of the Corporation set out in column (1) of paragraph (a) of this Article the number of Independent Members set opposite such level in column (3) of paragraph (a) of this Article.

7.11 Members may not appoint proxies.

7.12 Subject to Article 7.10 every matter shall be determined and every resolution passed by a majority of the Members present and voting on the question. In the case of equality of votes on any matter, the chairman of the meeting shall have a second or casting vote.

7.13 The validity of any proceeding of the Board of Governors shall not be affected by a vacancy amongst the Members or by any defect in the appointment or nomination of a Member.

7.14 The minutes of the business transacted at each meeting of the Board of Governors and the names of the Members present shall be entered into a book, and if agreed by the Board of Governors to be a correct record, signed by the Chairman at the next ensuing meeting.

7.15 (a) If any Member has pecuniary, family or other personal interests whether direct or indirect in any contract or proposed contract or other matter and is present at a meeting of the Board of Governors at which the contract or proposed contract or such other matter is considered, he shall as soon as practicable after the commencement of the meeting disclose the fact and shall withdraw from that meeting while the contract or proposed contract or such other matter in which he has such an interest is under consideration except that Members may consider and vote on proposals for the Corporation to insure the Members against liabilities incurred by them arising out of their office or for the Corporation obtaining and paying the premiums for such insurance.

(b) A Member shall not be treated as having a pecuniary interest in a matter by reason only of his being a member of Staff or a Student if his interest is no greater than that of the Staff or the Students (as the case may be) in general.

7.16 Where a meeting of the Board of Governors is to consider a matter concerning a named present or prospective member of Staff or a named present or prospective Student, the chairman of the meeting may require the Teacher Members and the Co-opted Members employed by the Corporation or (as the case may be) the Student Members present to withdraw from the meeting for the duration of such consideration.

7.17 Except where documents relate to a named present or prospective member of Staff or a named present or prospective Student, or to any matter which the Board of Governors is satisfied should be dealt with on a confidential basis, the following documents will be available for inspection by Staff and Students:

(a) the agenda of the meeting;

(b) draft minutes if they have been approved by the chairman of the meeting;

(c) the signed minutes of the meeting;

(d) reports or papers considered at the meeting.
Committees

7.18 The Board of Governors shall be entitled to make such rules for the procedure of all or any of its committees (other than the committee referred to in Article 7.2) as it shall think fit.

8 Appointment and Promotion of Staff

8.1 Each member of Staff shall serve under a contract of employment with the Corporation.

8.2 If the position of the Principal becomes or is expected to become vacant, it shall be advertised nationally. The Board of Governors or the committee established by the Board of Governors for that purpose shall draw up a shortlist of applicants for the position of Principal and shall interview each short-listed applicant.

8.3 The Principal shall have the responsibility, under procedures approved by the Board of Governors, for the appointment and promotion of all Staff provided that in the case of the appointment or promotion of a Manager the Board of Governors shall have the right to require such appointment or promotion to be considered by a committee at least one member of which is a Member other than a Teacher Member or a Student Member or a Co-opted Member employed by the Corporation.

9 Conduct of Staff

9.1 After consultation with the Staff, the Principal shall submit for the approval of the Board of Governors rules relating to the conduct of Staff.

Academic Freedom

9.2 The Principal in making rules under Article 9.1 and the Board of Governors in approving such rules 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

Suspension of the Principal

10.1 The Principal may be suspended from duty with pay by the Chairman for misconduct or other good and urgent cause. The Chairman shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.

10.2 The Chairman may extend any initial period of suspension of the Principal for a further period or periods. Any further periods of suspension shall be reported in writing to the Board of Governors within two working days or as soon thereafter as practicable.

10.3 The Principal shall be entitled to receive from the Chairman written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

10.4 Where the Principal has been under suspension for fifteen working days or more, and the matter has not been referred to the Special Committee in accordance with Article 10.5, he may, by written submission to the Clerk, appeal against his suspension to the Board of Governors. The suspension shall continue to operate pending the determination of the appeal.
Dismissal of the Principal

10.5 If the Chairman or a majority of the Members consider that it may be appropriate for the Board of Governors to dismiss the Principal, the Chairman shall refer the matter to the Special Committee which shall as soon as practicable examine the case for dismissal and make recommendations to the Board of Governors.

10.6 The Principal shall be entitled to receive written notification setting out the ground for the proposed dismissal and shall have the right to make representations for which purpose he may be accompanied and represented by a friend.

10.7 The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the Principal.

10.8 The Board of Governors shall consider the recommendations of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the Principal. The Principal shall have the right to make representations to the Board of Governors with regard to the recommendations of the Special Committee, including oral representations for which purpose he may be accompanied and represented by a friend.

Rules for the Discipline, Suspension and Dismissal of Staff other than the Principal

10.9 Subject to the provisions of these Articles, and after consultation with the Staff, the Board of Governors shall make rules relating to:

(a) procedures for the disciplining of members of Staff;
(b) procedures for the suspension or dismissal of members of Staff;
(c) procedures for hearings in the case of the dismissal, suspension or extension of a period of suspension of members of Staff; and
(d) procedures for the Appeals Committee.

The Appeals Committee shall hear all appeals as soon as practicable.

Suspension of Staff

10.10 The Principal or his Approved Nominee may suspend from duty with pay any member of Staff for misconduct, or for other good and urgent cause, and shall report any suspension in writing to the Board of Governors within five working days or as soon as thereafter practicable.

10.11 The Principal or his Approved Nominee may extend the initial period of suspension by a further period or periods, which shall be reported in writing to the Board of Governors within five working days or as soon as thereafter practicable.

10.12 Any member of Staff suspended from duty under Article 10.10 shall be entitled to receive from the Principal or his Approved Nominee written notification of the suspension setting out the grounds on which the decision to suspend has been taken.

Dismissal of Staff

10.13 If the circumstances are such that he is entitled to do so by virtue of the conduct of a member of Staff, the Principal or his Approved Nominee may, subject to Article 10.15(c), dismiss, such member of Staff summarily. Any such dismissal shall be reported in writing to the Board of Governors within five working days or as soon thereafter as practicable.
Where the Principal or his Approved Nominee is considering dismissing a member of Staff and the circumstances described in Article 10.13 do not prevail, he shall notify in writing the member of Staff concerned of such consideration.

**Hearings and Appeals**

10.15  
(a) A member of Staff who has been suspended in accordance with Article 10.10 shall be given the opportunity to make to the Principal or his Approved Nominee representations (including oral representations, for which purpose he may be accompanied by a friend if he so wishes) at any time during the initial period of suspension and/or before any period of suspension is extended.

(b) A member of Staff who has been suspended for twenty working days or more without being considered for dismissal in accordance with Article 10.14 and who has not received notice of a disciplinary hearing pursuant to suspension shall have an opportunity to appeal against his suspension to the Appeals Committee in accordance with the rules made under Article 10.9(d). The suspension shall continue to operate pending the determination of the appeal.

(c) A member of Staff whose conduct is considered by the Principal or his Approved Nominee with a view to summary dismissal under Article 10.13 shall be given the opportunity to make representations (including oral representations, for which purpose he may be accompanied by a friend, if he so wishes) before any decision to dismiss such member of Staff is taken.

(d) A member of Staff shall be given an opportunity to make to the Principal or his Approved Nominee representations (including oral representations, for which purpose he may be accompanied by a friend, if he so wishes) before any decision is taken to dismiss him under Article 10.14.

(e) A member of staff who has been dismissed may appeal against his dismissal to the Appeals Committee in accordance with the rules made under Article 10.9(d). A dismissal other than under Article 10.13 shall not take effect until any appeal against such dismissal has been determined.

**11 Grievance Procedures**

After consultation with the Staff, the Principal shall submit for the approval of the Board of Governors rules specifying procedures according to which Staff may seek redress of any grievances relating to their employment.

**12 Students**

12.1  
(a) There shall be a Students' Union which shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall submit audited accounts annually to the Board of Governors at the end of each financial year.

(b) No amendment to or rescission of such constitution in part or in whole shall take effect unless approved by the Board of Governors.

(c) The Principal shall make arrangements to facilitate the conduct and management by the Students' Union of its own affairs and funds and the submission of its annual accounts.
12.2 After consultation with the Academic Board and the Students' Union the Principal shall submit for the approval of the Board of Governors rules with respect to:

(a) the conduct of Students;
(b) procedures for the suspension and expulsion of Students on disciplinary grounds;
(c) procedures providing Students with the opportunity to raise matters of proper concern to them at all levels of the University.

12.3 After consultation with the Students' Union the Principal shall submit for the approval of the Academic Board the procedures to be followed in the University for the expulsion of a Student for an unsatisfactory standard of work or other academic reason.

13 Financial Matters

Accounts and Estimates

13.1 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

13.2 The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.

13.3 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

The Board of Governors shall have the power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

15 Copies of the Instrument and Articles of Government

A copy of the Instrument of Government, these Articles and any rules or bye-laws made under these Articles shall be given to every Member and shall be made available for inspection upon request to every member of Staff and to every Student.

16 Amendments to the Articles of Government

These Articles and any rules or bye-laws made pursuant to these Articles may be amended, varied, added to or replaced by a resolution of the Corporation approved by the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with section 125 of the Act.

17 Effective Date

These Articles shall take effect on and from the 28th of July 1995.
The Seal of the University of Plymouth was hereunto fixed in the presence of:-

[Signature]
Chairman of the Board of Governors

[Signature]
Clerk to the Board of Governors