



University of Wolverhampton

Board of Governors Regulations

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UNIVERSITY OF WOLVERHAMPTON

BOARD REGULATIONS

1. Preamble and Definitions

1.1 Preamble

- 1.1.1 The University of Wolverhampton ('the University') is a Higher Education Corporation pursuant to the Education Reform Act 1988 and an exempt charity pursuant to Schedule 3 of the Charities Act 2011.
- 1.1.2 The University is governed by the Instrument of Government ('the Instrument') and Articles of Government ('the Articles'). The Instrument of Government is as required by Section 124A(3) of the Education Reform Act 1988 and the Articles of Government is as required by section 125 of the Education Reform Act 1988.
- 1.1.3 The Instrument and Articles currently governing the University are those adopted by the Board of Governors ('the Board') on 30 November 2022 to take effect on 30 November 2022.
- 1.1.4 Any changes to the Instrument and Articles must be approved by the Board and the Board can amend the Instrument and Articles subject to the necessary consent of the Office for Students and, where necessary, the Charity Commission and any other relevant external regulatory authority or statutory body¹.
- 1.1.5 The Articles provide for a number of matters and procedures to be provided for by way of Regulations which can be amended by the Board from time to time without reference to the Office for Students. All Regulations must be approved by the Board, other than those Regulations which are approved under delegated authority by the Academic Board (collectively known as the Academic Regulations)².
- 1.1.6 The purpose of these Board Regulations is to set out in detail how those matters contained in the Instrument and Articles and those which are to be governed by Regulations will operate on a day-to-day basis. The Board Regulations provide an overarching framework for all Regulations, including the Academic Regulations which the Board may approve. In the event of conflict between these Board Regulations, the Academic Regulations or other Regulations, these Board Regulations will prevail³.
- 1.1.7 Regulations shall not be interpreted in a manner which is contrary to the

¹ Instrument of Government, Article 12.1 and Articles of Government, Article 12.1.

² Articles of Government, Article 5.2.12 and 11.2

³ Articles of Government, Article 11.1

Articles⁴. If any doubt arises over the interpretation of Regulations, the advice of the Secretary shall be final.

- 1.1.8 All the words in these Board Regulations shall bear the same meaning as in the Instrument and Articles unless defined in Regulation 1.2 (the definitions in which, shall be consistent with the Articles).
- 1.1.9 Except where stated otherwise, words imparting the singular shall include the plural and vice versa.
- 1.1.10 These Board Regulations will be made, ratified, amended, reviewed, or revoked by a simple majority of the Board, subject to the duty to consult with the Academic Board over Regulations concerning the Academic Board⁵.

1.2 Definitions

- 1.2.1 Unless defined in this Regulation, all terms in these Board Regulations shall be interpreted in accordance with the Instrument and Articles:

Academic Board - means the Academic Board of the University

Academic Governor – means a member of the Teaching Staff appointed as a Governor in accordance with Article 4.1.3 of the Instrument of Government

Academic Regulations - means the Regulations approved by the Academic Board under delegated authority from the Board of Governors.

Academic Financial Year - means the 12-month period beginning on 1 August and ending on the subsequent 31 July.

Articles - means the Articles of Government in accordance with which the University is conducted

Benefit – means any payment of money or the provision or other application of any other direct or indirect benefit in money or money's worth.

Board of Governors - means the members of the board of the University of Wolverhampton and its charity trustees

Calendar - means the Calendar of Meetings maintained by the Secretary.

Chair - means the Chair of the Board who shall be an Independent Governor appointed in accordance with these Regulations.

⁴ Articles of Government, Article 11.1

⁵ Articles of Government, Article 11.2

Charity Commission - means the Charity Commission for England and Wales.

Committee - means a Committee to which the Board has delegated authority and includes the Academic Board unless otherwise specified.

Co-opted Member - means a member appointed to a Committee under Board Regulation 3.11.5.

Conflict of Interest – means any Interest of a Governor (or any person Connected to a Governor) that conflicts, or may conflict, with the interests of the University and includes a conflict of interest and duty and a conflict of duties.

Any conflict relevant to a Board member will be referred to the Governance and Nominations Committee, who will consider if there is such a conflict and how the conflict can be managed.

Conflicted Governor – means any person falling within one of the following categories:

- (a) Any spouse, partner or civil partner of a Governor;
- (b) Any parent, child, brother, sister, grandparent or grandchild, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, the (unrelated) child of an unmarried partner, as well as half and step members of family of a Governor;
- (c) Any other person in a relationship with a Governor which may reasonably be regarded as equivalent to that of a spouse or civil partner;
or
- (d) Any company, LLP, or partnership of which a Governor is a paid director, member, partner, consultant or employee or a holder of more than 1% of the share capital or capital; and
- (e) any person who is a **Connected Person** in relation to any Governor is referred to in these Regulations as **Connected** to that Governor or Member. This list is not exhaustive and there will be others.

Corporation - means the University of Wolverhampton Higher Education Corporation

Deputy Chair – means any Deputy Chair(s) of the Board who shall be an Independent Governor appointed in accordance with these Regulations.

Education Acts – means the Education Acts 1944 to 1996 and Education Reform Act 1988.

Executive Leadership Team – means the Staff specified as Executive Leadership Team in Regulation 8.1.

Financial Regulations - means the Regulations approved by the Board on the recommendation of the Finance and Resources Committee.

Human Resources Policies and Procedures - means the Policies and Procedures approved by the Board on the recommendation of the Workforce and Culture Committee.

Independent Member(s) - means members of the Board of Governors who are neither staff nor students at the University

Instrument - means the Instrument of Government of the University.

Interest – means any direct or indirect interest (and includes any interest of a Governor or any person Connected to a Governor may have as a consequence of any duty they may owe to any other person) and where a Governor (or any person Connected to a Governor) has any such interest in any matter or situation or transaction or arrangement the Governor is **Interested** in.

Internal Member(s) - means members of the Board of Governors who are members of staff or students at the University.

Principal Powers – means those set out in section 3.1 of the Instrument of Government.

Professional Services Governor – means a member of the Professional Services Staff appointed as a Governor in accordance with Article 4.1.3 of the Instrument of Government.

Register of Interests - means the register of Interests of Governors and Committee members held by the Secretary.

Regulations - means Regulations approved by the Board and (unless specified otherwise) includes the Academic Regulations approved by the Academic Board

Scheme of Delegation – means a delegation in writing by the Board to the Vice Chancellor approved by the Board.

Seal – means the common seal of the University.

Secretary - means the person appointed under the Articles to the office of Secretary, or to Clerk, to the Board of Governors.

Senior Independent Governor - means the Independent Governor appointed to that role under Board Regulation 4.1.5.

Senior Staff - means the Staff specified as Senior Staff in Regulation 8.2.

Statement of Primary Responsibility - means the Statement of Primary Responsibility approved by the Board.

Strategic Plan - means the Strategic Plan approved by the Board.

Student – means a person who is for the time being enrolled as a student at the University including any period when they have been granted leave of absence from the University for the purpose of study or travel or for carrying out the duties of any elected office held by them in the students' union

Students' Union - means the students' union of the University.

Subsidiary Company – means any company in which the University holds:

- (a) More than 50% of the shares; or
- (b) More than 50% of the voting rights attached to the shares.

Unconflicted Governors – means those Governors who are not conflicted Governors.

Vice Chancellor – means the chief executive of the University and Accountable Officer.

2. The Board and the University

2.1 Object

- 2.1.1. The Object of the University as defined in the Instrument is to advance education and research for the public benefit by carrying out, conducting and developing the university and by promoting teaching and research⁶. All of the University's activities shall be carried out in the pursuit of this Object.
- 2.1.2. The income and property of the University shall be applied only to promote the Object. The Scheme of Delegation established under Board Regulation 2.5 shall set out responsibilities for the stewardship of the University's income and property.
- 2.1.3. When discharging the Object, the Board shall ensure that the University complies with charity law, the requirements of the Office for Students and other legal requirements and regulations.

2.2. Educational Character and Mission

- 2.2.1. Determining the educational character and mission of the University is the core responsibility of the Board under the Articles and cannot be delegated⁷.
- 2.2.2. The Board shall consider and approve a Strategic Plan which shall guide the implementation of the Object of the University and the University's educational character and mission. The development of and consultation on the Strategic Plan shall be led by the Vice Chancellor, Executive Leadership Team and Senior Staff in consultation with Academic Board, Staff, Students and key stakeholders.
- 2.2.3. The Strategic Plan shall be reviewed at intervals to be determined by the Board (normally, annually). A new Strategic Plan shall be produced at least every five years.

⁶ Instrument of Government, Instrument 2.1

⁷ Articles of Government, Article 5.2.1

- 2.2.4. The Board shall approve Key Performance Indicators ('KPIs') and other targets linked to the Strategic Plan to allow the Board to oversee its delivery.

2.3. Powers

- 2.3.1. The University's Principal Powers are set out in Article 3 of the Instrument. The University shall only use its powers in promoting its Object and in accordance with the Education Acts⁸.
- 2.3.2. The Board may delegate some of its powers to Committees or to the Vice Chancellor as recorded in the Scheme of Delegation.
- 2.3.3. Article 5.2 of the Articles sets out those powers which the Board cannot delegate. These are also provided for in the Scheme of Delegation.

2.4. Statement of Primary Responsibilities

- 2.4.1. The Board shall agree and publish a Statement of Primary Responsibilities setting out its key roles and responsibilities.
- 2.4.2. The Statement of Primary Responsibilities shall be developed in general accordance with guidance issued by the Committee of University Chairs (CUC) and other relevant guidance and legal requirements and shall be reviewed at least annually.

2.5. Scheme of Delegation

- 2.5.1. The Board shall agree a Scheme of Delegation setting out how it will exercise its powers considering key roles and responsibilities set out in the Statement of Primary Responsibilities, and how the Board will delegate responsibilities to Committees and to the Vice Chancellor, Secretary and the Executive Leadership Team.
- 2.5.2. The Scheme of Delegation shall include the delegated authority to approve acquisitions, disposals, and expenditure within agreed limits. Matters which are reserved to the Board under Article 5.2 of the Articles may not be delegated through the Scheme of Delegation.
- 2.5.2. The Scheme of Delegation shall be supported by Financial Regulations approved by the Board.
- 2.5.3. The Scheme of Delegation shall be reviewed as required and at least every 3 years.

3. Governors and Members

3.1. Governors

⁸ Education Reform Act 1988

- 3.1.1. Members of the Board are the Governors of the University. Membership is terminated if a Member ceases to be a Governor, being a Governor cannot be transferred.
- 3.1.2. The Secretary shall maintain a Register of Members and is responsible for ensuring that all records and formalities required by the Office for Students are maintained and compiled.

3.2 Composition

- 3.2.1 The Board shall consist of no fewer than thirteen Governors and no more than twenty-four Governors and shall comprise:
- (a) Not less than seven and not more than thirteen shall be Independent Governors appointed by a resolution of a simple majority of the Board;
 - (b) the Vice-Chancellor, acting ex-officio;
 - (c) One Academic Governor elected by and from the Teaching Staff of the University in accordance with Board Regulation 3.4.2 and procedures thereunder;
 - (d) One Professional Services Governor elected by and from the Professional Services Staff of the University in accordance with Board Regulation 3.4.3 and the procedures thereunder;
 - (e) Two Student Governors of the University's Students' Union nominated by the students thereof; and
 - (f) Not less than one and not more than six shall be Co-opted Members appointed by a resolution of a simple majority of the Board.

3.3 Eligibility

- 3.3.1 No person shall be appointed as a Governor unless and until their appointment has been confirmed by a resolution of the Board passed in accordance with these Regulations.
- 3.3.2. A Student may only serve as a Governor in the capacity of the Student Governor.
- 3.3.3. No person shall be eligible to hold office as a Governor unless they meet all the requirements to hold office as a charity trustee and Fit and Proper Person as defined by the Office for Students.

3.4. Appointment of Governors

- 3.4.1. Independent Governors are appointed by the Board on the recommendation of the Governance and Nominations Committee. The appointment of an Independent Governor by the Board must be approved by a simple majority of the Board present at the meeting.
- 3.4.2. The Academic Governor shall be a member of the Teaching Staff of the University elected by and from the Teaching Staff of the University. The Academic Governor shall cease to be a Governor if they cease to be a member of the Teaching Staff of the University.
- 3.4.3. The Professional Services Staff Governor shall be a member of the Professional Services Staff of the University elected by and from the Professional Services Staff of the University. Persons not employed by the University (including consultants and contractors) shall not serve as a Staff Governor. The Professional Services Governor shall cease to be a Governor if they cease to be a member of the Professional Services Staff of the University.
- 3.4.4. The Student Governors shall be the President of the University of Wolverhampton's Students' Union ('the Students' Union') and the Vice President Academic of the Students' Union, elected in accordance with the Articles of Association and Byelaws of the Students' Union. The Student Governors shall cease to be Governors if they cease to be the President or Vice President Academic, of the Students' Union.
- 3.4.5. No person shall be appointed as an Academic Governor, Professional Services Governor, or Student Governor unless and until their appointment has been confirmed by a resolution of the Board⁹. The Board shall not confirm a proposed Academic Governor, Student Governor or Staff Governor who is ineligible to serve on the Board by virtue of the provisions in the Articles relating to eligibility, disqualification, the requirements of charity law or other legal requirements¹⁰.

3.5. Resignation, Disqualification, Suspension and Termination of Governors and Co-opted Committee Members

- 3.5.1. A Governor (other than the Vice Chancellor, the President of the Students' Union, and the Vice President Academic, who serve ex officio) may resign from office subject to one months' notice to the Board¹¹. Notice of a Governor's resignation shall be sent to the Secretary.
- 3.5.2. A Governor's term of office shall also cease in the circumstances specified in Article 7 of the Instrument of Government (relating to Disqualification).

⁹ Article 4.6 of the Instrument of Government

¹⁰ Article 5 of the Instrument of Government

¹¹ Article 6.2 of the Instrument of Government

- 3.5.3. The Chair may, at their discretion, suspend a Governor if a serious allegation of misconduct is received concerning the Governor and the Chair believes that suspension is appropriate while the allegation is investigated. A suspended Governor shall remain a Governor but shall not be permitted to attend Board or Committee meetings to vote on Board or Committee business or to receive meeting papers. The Chair, in consultation with the Secretary, shall determine the most appropriate method for investigating the allegation against the suspended Governor and shall report the outcome of the investigation to the Governance and Nominations Committee, which shall determine whether any further action should be taken.
- 3.5.4. The Senior Independent Governor may, following consultation with the Deputy Chair(s) (if any have been appointed), suspend the Chair if a serious allegation of misconduct is received concerning the Chair and the Senior Independent Governor believes that suspension is appropriate while the allegation is investigated. The Chair shall remain Chair and a Governor but shall not be permitted to attend Board or Committee meetings, to vote on Board or Committee business, to receive meeting papers, or to perform any of the functions of the role of Chair, while they are suspended.
- 3.5.5. The Board shall appoint a Deputy Chair (or an Independent Governor, if there are no Independent Governors holding the office of Deputy Chair) to act temporarily as Chair while the Chair is suspended. The Senior Independent Governor, in consultation with the Secretary, shall determine the most appropriate method for investigating the allegation against the suspended Chair and shall report the outcome of the investigation to the Governance and Nominations Committee, which shall determine whether any further action should be taken.
- 3.5.6. The Board may remove a Governor from office by a resolution of a simple majority of the Board (provided that the Governor who is the subject of the resolution for removal shall be excluded from voting)¹². Any resolution to remove a Governor shall be on the recommendation of the Governance and Nominations Committee.
- 3.5.7. Where a serious allegation of misconduct is received against a Co-opted Member of a Committee, the procedure in Regulation 3.5.4 shall also apply (substituting 'Coopted Member' for 'Governor').

3.6. Duration and Term of Office

- 3.6.1. The Vice Chancellor, the President of the Students' Union and the Vice President Academic of the Students' Union serve ex officio and remain Governors for the duration of their term of office¹³.
- 3.6.2. An Independent Governor shall normally hold office for three years from the date of their appointment, subject to remaining eligible to be a Governor.

¹² Article 7.1.5 of the Instrument of Government

¹³ Article 7.1.2 of the Instrument of Government

Any Independent Governor may be re-appointed for two further terms of three years. After an Independent Governor has served for three terms of office, they shall not be eligible for re-appointment¹⁴.

- 3.6.3. An Academic or Professional Services Governors shall normally hold office for three years from the date of their election, subject to remaining eligible to be a Governor. An Academic and Professional Services Governor may be re-elected for two further terms of three years. After an Academic and Professional Services Governor has served for three terms of office, they shall not be eligible for re-election.
- 3.6.4. A Co-opted Member shall normally hold office for three years from the date of their appointment, subject to remaining eligible to be a Co-opted Member. Any Co-opted Member may be re-appointed for two further terms of three years. After a Co-opted Member has served for three terms of office, they shall not be eligible for re-appointment.
- 3.6.5. The term of office for the Chair and the Deputy Chair(s) will be three years.
- 3.6.6. The Chair and Deputy Chair are eligible for re-election to the office of Chair or Deputy Chair following the completion of their respective term of office. The Chair and Deputy Chair can only serve in office for six years.
- 3.6.7. Unless a different date of appointment is specified by the Board, the term of office of a Governor (other than the Vice Chancellor, the President of the Students' Union and Vice President Academic of the Students' Union) shall commence at the start of the Academic Financial Year following the approval of their appointment by the Board and shall end at the end of the Academic Year which is their final year of office.
- 3.6.8. A person who has previously served the maximum term permitted for a Governor under Board Regulation 3.6.2, 3.6.3 or 3.6.4 may be appointed or elected to the Board/Committee again provided that at least three years have elapsed since the end of their previous term of office.

3.7. Governor Induction, Development and Performance Review

- 3.7.1. Governors shall be supported through induction and development activities in accordance with the Governor Induction and Development Programme. The Secretary is responsible for implementation of the Programme.
- 3.7.2. The Chair shall review the performance and developmental needs of Governors on an annual basis.
- 3.7.3 For Independent Governors a further review will take place towards the end of their term of office in accordance with the Process for Reviewing the Performance of Members of the Board of Governors. The outcome of reviews shall inform the Governance and Nominations Committee's

¹⁴ Article 6 of the Instrument of Government

recommendations to the Board regarding the re-appointment of Independent Governors.

- 3.7.4. The Senior Independent Governor shall review the performance and developmental needs of the Chair on an annual basis. The Senior Independent Governor shall seek the opinions of other Governors by such means, as the Senior Independent Governor shall determine. The outcome of the review of the Chair shall be reported to the Board.
- 3.7.5. The Chair of a Committee shall review the performance and developmental needs of Co-opted Members on an annual basis and towards the end of a Co-opted Member's term of office in accordance with the Process for Reviewing the Performance of Members of the Board of Governors. The outcome of reviews shall inform the Governance and Nominations Committee's recommendations to the Board regarding the re-appointment of Co-opted Members.

3.8. Governor Benefits

- 3.8.1. For the purposes of this Regulation (and the Instrument), a Benefit means any payment of money or the provision or other application of any other direct or indirect benefit in money or money's worth¹⁵.
- 3.8.2. No part of the income or property of the University shall be paid, transferred, or applied by way of Benefit to any Governor except as specified in Article 10 of the Instrument of Government. The exceptions are:
- (a) reasonable and proper premiums in respect of indemnity insurance;
 - (b) reimbursement of reasonable expenses (including hotel and travel costs) properly incurred in the management and administration of the University and claimed in accordance with the University Expenses Policy;
 - (c) any Benefit provided to a Governor in their capacity as a beneficiary of the University;
 - (d) any Benefit which is in furtherance of the Object to another charity of which a Governor is a charity trustee or member and which does not confer any Benefit on that Governor;
 - (e) any Benefit to a Governor who is a member of Staff in respect of their employment by the University (except payments to a Governor in respect of acting as a Governor).

3.9 Expenses

- 3.9.1. Independent Governors may claim reimbursement for reasonable and necessary expenses incurred in their service as Governors¹⁶ and should

¹⁵ Article 10 of the Instrument of Government

¹⁶ In accordance with the University Expenses Policy

submit expenses claims to the Secretary in accordance with the University's procedure for expenses claims by staff.

- 3.9.2. The University (through the Secretary) shall also support the training and development needs of Governors (e.g. through funding external training) in accordance with the Governor Induction and Development Policy and Procedure.
- 3.9.3. This section shall also apply to Co-opted Members of Committees (substituting 'Co-opted Member' for 'Governor' where appropriate).

3.10. Conflicts of Interest

- 3.10.1 The provision in the Articles and these Regulations regarding Conflict of Interest apply to the Interests of Governors, members of Committees and the Connected Persons of Governors and Committee members. A Connected Person is:
- (a) any spouse, partner or civil partner of a Governor or Committee member;
 - (b) any parent, child, brother, sister, grandparent or grandchild of a Governor or Committee member who is financially dependent on such Governor/Committee member or on whom the Governor/Committee member is financially dependent;
 - (c) any other person in a relationship with a Governor/Committee member which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
 - (d) any company, LLP, or partnership of which a Governor/Committee member is a paid director, member, partner, consultant or employee or a holder of more than 1% of the share capital or capital.
- 3.10.2 A Conflict of Interest is any situation in which an individual's pecuniary, family or other personal interests, may (or may not appear to) influence or affect the individual's decision-making. Individuals are responsible for their own actions and must consider the consequences (both actual and perceived) of potential conflicts of interest. It is an individual's duty to recognise and declare any potential conflicts of interest that may impact their position on the Board. This includes relevant indirect interests through Connected Persons as set out in 3.10.1.
- 3.10.3 The types of relevant interests that should be declared include:
- Paid employment or self-employment
 - Directorships
 - Shareholdings
 - Trusteeships
 - Honorary/advisory positions
 - Board/Committee appointments
 - Receipt of gifts and/or hospitality
- 3.10.4 Conflicts of interest can arise in a range of situations and environments. It is therefore not reasonable or practical to completely eliminate all conflicts

of interest. However, it is important to acknowledge that a conflict could ultimately result in a decision being declared unlawful and invalid.

3.10.5 Conflicts of interest can come from the following areas:

- Direct financial gain or benefit to an individual, for example where a Governor is paid by another organisation that does business with the University, or where a Governor uses the University's facilities to pursue personal business, commercial, or consulting activities.
- Indirect financial gain, for example where a Governor is able to use their influence to secure the award of a University contract to an organisation that a friend or relative of that Governor is involved in.
- Non-financial gain, for example where a Governor is able to influence the staff recruitment or student admissions process to favour a family member, close friend or associate.
- Conflict of loyalties, for example where a Governor has an interest in a separate organisation that is bidding against the University for consultancy work, or where an individual is also an employee of a competitor organisation.

3.10.6 It is important that consideration be given to the impact that a potential conflict could have or be perceived to have. All conflicts of interest, or perceived conflicts of interest, should be declared. If a Governor is in any doubt about a possible conflict of interest, a declaration should be made. All Governors and Co-Opted Members are bound by the University's Conflict of Interest Policy. Any conflict relevant to a Board member will be referred to the Governance and Nominations Committee, who will consider if there is such a conflict and how the conflict can be managed.

3.10.7 The Secretary shall maintain a Register of Interests which Governors and Committee members shall be required to update at least once per year. Any subsequent material changes to the information supplied must be notified by the Governor/Committee member to the Secretary as soon as possible. The requirement to update the Register of Interests does not extend to those members of the Academic Board, or its subcommittees who do not serve as Governors.

3.10.8 The format of the Register of Interests shall be approved by the Governance and Nominations Committee. The Register shall be available for public inspection according to procedures determined by the Secretary.

3.10.9 A Governor or Committee member has a duty to avoid a situation or matter (including a transaction or arrangement with the University) in which they have, or could have, a Conflict of Interest. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the University could take advantage of the property, information or opportunity). This duty does not apply to any Conflict of Interest arising in relation to any situation, or matter, or any transaction, or arrangement between the University and any Governor, or Committee member in respect of:

(a) reasonable and proper premiums by the University in respect of

indemnity insurance;

- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) properly incurred in the management and administration of the University;
- (c) payments to any company in which a Governor or Committee member has no more than a 1% shareholding;
- (d) any situation or matter or any transaction or arrangement which is authorised under Paragraphs 3.8.2(d), 3.8.2(f), 3.8.3 and 3.8.4 of these Regulations.

3.10.10 Every Governor or Committee member has a duty to declare the nature and extent of any Interest, which they (or any Connected Person) have in any proposed or existing transaction, or arrangement with the University, or any situation, or matter in relation to the University that is, or possibly may be, a Conflict of Interest. The Governor/Committee member should declare the Interest at the earliest opportunity, normally to the Chair of the meeting, or to the Secretary prior to the meeting or, if necessary, at the appropriate point in the meeting, whether or not such Interest has been recorded in the Register of Interests. The agendas of meetings of the Board and Committees shall provide an opportunity at the start of the meeting for Governors and Committee members to declare relevant Interests.

3.10.11 Potential Conflicts of Interests declared by Governors or Committee members shall be managed in accordance with the University's Conflict of Interest Policy. The Governors/Committee members may, if they consider it is in the best interests of the University to do so, authorise a transaction or arrangement or situation or matter in which a Governor/Committee member has, or may have, a Conflict of Interest but which does not confer a Benefit on them (each a 'relevant matter') provided that the unconflicted Governors/Committee members shall (subject to such terms as they may impose from time to time and to their right to vary or terminate such authorisation) determine the manner in which the Conflict of Interest shall be dealt with and, in doing so, the unconflicted Governors/Committee members must consider:

- (a) whether the nature and extent of the interest in the relevant matter will or is reasonably likely to give rise to a Conflict of Interest;
- (b) whether or not the conflicted Governor/Committee member should withdraw from that part of any meeting at which the relevant matter is to be discussed unless expressly invited to remain in order to provide information;
- (c) whether or not the conflicted Governor/Committee member should be excluded from the receipt of information in relation to the relevant matter;
- (d) whether or not the conflicted Governor/Committee member should be counted in the quorum for that part of any meeting during which the relevant matter is discussed; and
- (e) whether or not the conflicted Governor/Committee member should withdraw during the vote and have no vote on the relevant matter at the relevant part of any meeting.

- 3.10.12 The Chair of the meeting shall propose how the potential Conflict of Interest should be dealt with, considering the above, subject to agreement by the unconflicted Governors/Committee members. The decision of the meeting regarding the potential Conflict of Interest shall be recorded in the minutes.
- 3.10.13 Governors shall annually submit their Fit and Proper Person declarations to the Secretary by such method as the Secretary shall determine and shall notify the Secretary of any changes throughout the year as they arise. The Secretary shall publish details of Governors' other charity trusteeships in accordance with the requirements of the Office for Students.
- 3.10.14 The University shall indemnify current and former Governors and current and former Committee members against any liability incurred by them in that capacity. The University shall maintain appropriate insurance in support of this obligation¹⁷.

4. Governance

4.1. Proceedings of the Board

- 4.1.1. The Board shall conduct its proceedings in accordance with Article 6 of the Articles and these Regulations.
- 4.1.2. The Board shall elect an Independent Governor to serve as Chair¹⁸. Unless otherwise specified at the time of the Chair's appointment, the Chair shall serve a term of three years. This term may be renewed by the Board, upon election, for a further term of three years up to a maximum of two terms in the role of Chair.
- 4.1.3. A Governor shall cease to be Chair if they cease to be a Governor. For the avoidance of doubt, a Chair's membership of the Board in any capacity shall not extend beyond the maximum period of office for Governors.
- 4.1.4. The Board may elect one or more Independent Governors to serve as Deputy Chair(s). The term of office of Deputy Chair(s) shall be in accordance with Regulation 2.2.1, substituting 'Deputy Chair' for 'Chair' as appropriate.
- 4.1.5. The Board has assigned the role of Senior Independent Governor, ex officio, to the Chair of the Remuneration Committee. The role of the Senior Independent Governor shall be to:
- (a) Appraise the performance of the Chair under Board Regulation 2.7.3.
 - (b) Deal with matters relating to the suspension of the Chair under Board Regulation 2.5.5.
 - (c) Be available to Governors to address any concerns they may have about

¹⁷ Article 3.1.15 of the Articles of Government

¹⁸ Article 6.3 of the Articles of Government

the

Board or the Chair which cannot be dealt with through the usual channels of communication.

(d) Perform any other functions assigned to the role by the Board.

- 4.1.6. On the recommendation of the Governance and Nominations Committee, the Board shall approve and shall periodically review role descriptions for the roles of Chair, Deputy Chair, Senior Independent Governor, Independent Members, Co-opted Members, and the Chairs of the Board's Committees.
- 4.1.7. In the Chair's absence, a Deputy Chair is authorised to perform all the functions pertaining to the role of Chair and to preside at meetings of the Board. If more than one Deputy Chair has been appointed, the Chair shall nominate a Deputy Chair who will serve in their absence. If the Chair is unable to nominate a Deputy Chair, the Governors shall determine which Deputy Chair shall serve as Chair. If no Deputy Chair has been appointed or no Deputy Chair is able or willing to preside over a meeting of the Board, those present at the meeting will appoint one of the Independent Governors to act as Chair for the purpose of that meeting.
- 4.1.8. In between meetings of the Board, the Chair may act on behalf on the Board in matters, which, in their opinion, are urgent or non-contentious, and shall report such actions to the next meeting of the Board for confirmation.
- 4.1.9. The Board may, at its absolute discretion, terminate the appointment of an Independent Governor as Chair, Deputy Chair, Senior Independent Governor, or Chair of a Committee or, determine that their appointment should end at an earlier date than that previously decided by the Board. The former Chair, Deputy Chair, Senior Independent Governor, or Committee Chair shall be entitled to continue as an Independent Governor unless the Board has also decided that their membership of the Board shall cease under Board Regulation 3.5.

4.2. Calling of meetings

- 4.2.1. The Board shall hold at least six meetings during the Academic Financial Year to conduct the Board's business.
- 4.2.2. The Secretary shall call an extraordinary meeting of the Board at the written request of the Chair of the Board, in the absence of the Chair a Deputy Chair, the Vice Chancellor or of any five members of the Board or without such requests upon any circumstances arising which, in the opinion of the Secretary, make it desirable that a meeting of the Board should be called. The Secretary shall give to each member of the Board such notice of each extraordinary meeting as is reasonable in the particular circumstances and in the summons to attend the meeting shall specify the business proposed to be transacted. No business shall be transacted at that extraordinary meeting of the Board except that which is contained in the summons.

4.2.3. The Secretary shall maintain a Calendar of Meetings (to include the dates of scheduled meetings of the Board and its Committees) which shall be circulated to the Board and Committee members before the start of the Academic Year to which the Calendar relates, following approval by the Chair of the Governance and Nominations Committee.

4.3. Quorum

4.3.1. The quorum for any meeting of the Board shall be eight members, of whom at least five shall be Independent Members. In the event that a meeting is not quorate the meeting shall stand adjourned to such date, time and place as shall be determined.

4.3.2. Unless specified otherwise in Terms of Reference approved by the Board, the quorum for a Committee of the Board shall be a simple majority of the current members of the Committee, with at least two of the members present being an Independent Member.

4.3.3. If a meeting of the Board or a Committee ceases to be quorate during the meeting, the Chair of the meeting may, at their discretion, either adjourn the meeting or continue to consider items where no decision is required. Any decisions taken prior to the point when the meeting became inquorate shall remain valid.

4.4. Agendas and papers

4.4.1. The Secretary shall be responsible for the preparation of the Board's agendas, papers and minutes and the orderly servicing of the Board. The Secretary may delegate these tasks to other staff under the Central Secretariat.

4.4.2. Agendas and papers for the Board and its Committees shall be distributed to members at least seven days before the date of the relevant meeting. Exceptionally, where necessary, papers may be distributed late by decision of the Secretary.

4.4.3. The style, format, and method of distribution of agendas and papers of the Board and its Committees shall be determined by the Secretary.

4.4.4. A member of the Board or a Committee may request that an item be added to the agenda for a meeting. Except in cases of emergency, requests for items shall be made to the Chair of the meeting at least seven days before the date of the relevant meeting. The Chair shall have the absolute discretion to determine whether any item shall be added to the agenda.

4.4.5. The agenda for a meeting of the Board or a Committee may include items marked 'for information', which will signify that the item(s) so marked will be expected to pass without discussion. No less than 24 hours before the start of the meeting, any member may request to the Chair that such items are listed for discussion. It shall be at the Chair's discretion whether to grant

the request to reclassify the item.

4.5. Voting

- 4.5.1. Questions arising at a meeting of the Governors (or, unless specified otherwise in its terms of reference, at a meeting of a Committee) shall be determined by a majority decision of the members present. A resolution put to the meeting by the Chair of the meeting shall be deemed to be approved by common consent unless a vote is held. A vote shall be held if called by the Chair or at the request of one of the members present. In the case of an equality of votes, the Chair of the meeting will have a casting vote¹⁹. A resolution put to the vote shall be decided by a show of hands or, in the case of a meeting conducted by electronic means under Board Regulation 3.6.4, by oral assent. The Secretary shall record in the minutes that a member has voted for, or against a resolution, or has abstained from voting on a resolution if requested to do so by the member.
- 4.5.2. A written resolution signed (or agreed to in writing) by all of the Governors who would have been entitled to vote on the matter had it been proposed as a resolution at a Governors' meeting, and would have formed a quorum at such a meeting is as valid as a resolution passed at a meeting (and for this purpose the resolution or agreement in writing may be contained in more than one document)²⁰.
- 4.5.3. A Committee may conduct its business by correspondence (including email) at the discretion of the Chair of the Committee. Any resolution of a Committee which is circulated for approval shall be deemed to be approved if written approval is received from a simple majority of the members of the Committee²¹.
- 4.5.4. A meeting of the Board or of a Committee may be held either in person, or by suitable electronic means agreed by the members in which all members participating in the meeting may communicate simultaneously with all the other participants. If all the members of the Board/Committee participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is²².
- 4.5.5. A technical defect in the appointment of a Governor, or a Committee member of which the Governors/Committee are unaware at the time does not invalidate decisions taken at a meeting of the Board or a meeting of a Committee²³.
- 4.5.6. A procedural defect of which the Governors or a Committee are unaware at

¹⁹ Article 6.7 of the Articles of Government

²⁰ Article 6.8 of the Articles of Government

²¹ Article 6.8 of the Articles of Government

²² Article 6.5 of the Articles of Government

²³ Article 6.9 of the Articles of Government

the time does not invalidate decisions taken at a meeting²⁴.

4.6. Order and Conduct of Debate

- 4.6.1. The Chair of the meeting of the Board or a Committee shall be responsible for the orderly conduct of debate. The Chair may decide, at their discretion, to alter the order of business, permit discussion on an item marked 'for information' without the requisite notice having been given and otherwise conduct the business of the meeting.
- 4.6.2. Any formal proposal or recommendation which appears on the agenda or in a paper submitted to the meeting shall be put to the meeting for agreement.
- 4.6.3. Except for a motion to terminate or alter the appointment of the Chair under Board Regulation 3.2.6, no proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chair.
- 4.6.4. When an amendment to a proposal or motion has been moved and seconded, no further amendment shall be moved until the first amendment has been carried or defeated. If an amendment is carried, the proposal or motion as amended shall be considered in place of the original proposal or motion and shall become the proposal or motion to which any further amendments may be moved.

4.7. Attendance at meetings

- 4.7.1. There are three categories of attendance at meetings of the Board and Committees:
 - (a) Duly appointed members who are entitled to attend all meetings.
 - (b) Officers of the University who are entitled, at the Chair's discretion, to attend all or part of meetings regularly, occasionally or on a one-off basis, but are not permitted to vote.
 - (c) Other individuals who are entitled, in appropriate circumstances, at the Chair's discretion, to attend all or part of meetings regularly, occasionally or on a one-off basis but are not permitted to vote.
- 4.7.2. Members who are unable to attend a meeting of the Board or a Committee shall notify the Secretary of their apologies as soon as possible in advance of the meeting.
- 4.7.3. Governors may be removed from office by resolution of the Board, on the recommendation of the Governance and Nominations Committee, where the Governor is absent from three consecutive meetings of the Board, or all of the meetings of the Board for not less than 12 months (whichever period is shorter) without the consent of the Board²⁵.

²⁴ Article 6.10 of the Articles of Government

²⁵ Article 7.1.5 of the Instrument of Government

- 4.7.4. A member of a Committee may be removed from their Committee position by the Board, on the recommendation of the Governance and Nominations Committee, where the member is absent from three consecutive meetings of the Committee or all of the meetings of the Committee for not less than 12 months (whichever period is shorter) without the consent of the chair of the Committee.

4.8. Confidentiality

- 4.8.1. The business conducted by the Board and its Committees (including minutes, agendas and papers circulated to members) remains strictly confidential to members until the information is published in accordance with procedures agreed by the Board.
- 4.8.2. A summary of decisions made by the Board (other than decisions on items marked as 'Reserved' under Regulation 3.9.3) shall be published by the Secretary within 14 working days of the relevant meeting. Minutes of meetings of the Board shall be published by the Secretary six months after the date of the meeting to which the minutes relate, subject to redactions to remove information which, in the Secretary's judgment, would be exempt from release under the Freedom of Information Act.
- 4.8.3. Information regarding the Board shall be published by the Secretary.
- 4.8.4. The chair of a meeting of the Board or a Committee may determine that certain items should be marked as 'Reserved' by reason of their confidentiality or sensitivity. 'Reserved' items shall be listed on a separate agenda (which shall be distributed, along with the reports relating to 'reserved' items, to all the members of the Board/Committee) and shall be minuted separately. 'Reserved' items shall not be included in Board or Committee material that is published or circulated beyond the Board/Committee unless the publication or circulation of 'Reserved' business is agreed by the Board.

4.9. Effectiveness and Review

- 4.9.1 The Governance and Nominations Committee on behalf of the Board shall keep the effectiveness of the Board and its Committees under regular review and shall conduct a formal review of the effectiveness of the Board and Committees at least once every three years. This shall include a review of compliance with the Higher Education Code of Governance issued by the Committee of University Chairs (CUC) and other sectoral guidance.
- 4.9.2 The recommendations of effectiveness reviews conducted under Board Regulation 3.10.1 shall be reported to the Board for approval. The Board shall be updated by the Governance and Nominations Committee at least annually on the implementation of the approved recommendations.
- 4.9.3. In years where a formal effectiveness review under Board Regulation 3.10.1 is

not conducted, the Secretary shall circulate a questionnaire to Governors (and to the members of such Committees as the Governance Committee shall determine) to gather their views on the effectiveness of the Board and/or Committee. The feedback received shall be reported in anonymised form to the Governance and Nominations Committee and, as appropriate, to the Chairs of the relevant committees and/or to the Board.

4.10. Committees

- 4.10.1. The Board may create Committees for the purpose of discharging business which has not been reserved to the Board under the Articles or the Scheme of Delegation²⁶.
- 4.10.2. The Scheme of Delegation shall set out what business is delegated to Committees of the Board.
- 4.10.3. The Board shall approve terms of reference for its Committees, which shall include responsibilities, membership, frequency of meetings and reporting lines. Committees shall review their terms of reference at least annually and any changes shall be subject to approval by the Board.
- 4.10.4. The membership of Committees shall be approved by the Board on the recommendation of the Governance and Nominations Committee. Other than the Academic Board and its subcommittees, the membership of a Committee shall normally include a majority of Independent Governors.
- 4.10.5. The Board may approve the addition of Co-opted Members who are not Governors to join Committees. Co-opted Members are appointed for their particular skills and shall not be employees or students of the University. Co-opted Members shall be appointed to a term of office of three years (or such other term as the Board may specify), which may be renewed by the Board for a further two terms provided that the Co-opted Member shall not serve in office for more than nine consecutive years.
- 4.10.6. Unless otherwise specified in the Committee's terms of reference, Co-opted Members shall have the same voting rights as Governors and other members of the Committee. With the exception of Academic Board (which is chaired by the Vice Chancellor), the Chair and any Deputy Chair of any Committee shall be an Independent Governors.
- 4.10.7. Committees shall report their decisions and any recommendations requiring the Board's approval to the next meeting of the Board. Unreserved minutes of Committees shall be circulated to Governors by the Secretary once approved by the Committee's chair.
- 4.10.8. Committees may establish working parties and sub-committees to assist the Committee in discharging matters within its remit. The membership of the working group or subcommittee shall be determined by the Committee,

²⁶ Article 5.1 of the Articles of Government

which shall ensure that the working group/sub-committee has clearly defined terms of reference and reports regularly to the Committee. The Committee shall report to the Board on the activities of its sub-committees and working groups.

4.11. Use of the Seal

4.11.1. The Secretary shall maintain and safeguard the common seal of the University ('the Seal') and shall be responsible for applying the Seal and ensuring the Seal is witnessed by the appropriate signatories in accordance with the Instrument of Government.

4.12. Joint meetings with the Academic Board

4.12.1. The Board may on occasion meet jointly with the Academic Board.

4.12.2. The Chair of the Board (or in the Chair's absence, a Deputy Chair or another Independent Governor in accordance with Regulation 4.2.6) shall chair the joint meeting. The order and conduct of debate shall be in accordance with Regulation 4.6.

4.12.3. A resolution put to a joint meeting shall be deemed to have been approved jointly by the Board and the Academic Board where:

- (a) the Board is quorate in accordance with Regulation 3.4 and the Academic Board is quorate in accordance with the quoracy requirements which apply to the Academic Board; and
- (b) the resolution is approved by the Governors present in accordance with Regulation 3.6 and by the Academic Board members present in accordance with the procedures which apply to the approval of resolutions by the Academic Board.

4.12.4. For the avoidance of doubt, Regulation 4.12.3 shall not prevent the Board from approving a resolution which has not been approved by the Academic Board.

4.12.5. Minutes of joint meetings shall be approved when they are approved by the Board.

5. Academic

5.1. The Academic Board²⁷

5.1.1. There shall be an Academic Board responsible for maintaining and enhancing the academic performance of the University in teaching, examining and research, and for advising the Board of Governors on matters relating to the educational character and mission of the University. The Academic Board may delegate its responsibilities to subcommittees

²⁷ Article 4.4 of the Articles of Government

reporting to the Academic Board.

- 5.1.2. The Academic Board shall approve Academic Regulations on behalf of the Board to control and regulate teaching, schemes of study, awards, the admission of students, assessment, the discipline of students, and other matters related to teaching, examining and research.
- 5.1.3. The Academic Board shall determine the rules governing the conduct of meetings of the Academic Board and of its committees but shall report such rules to the Board of Governors for information.
- 5.1.4. The Academic Board's Terms of Reference approved by the Board are in Appendix C and will be subject to annual review.
- 5.1.5. The Board shall not make Regulations concerning the Academic Board unless the Academic Board has been consulted and the Academic Board's views have been considered by the Board.

5.2. Freedom of Speech

- 5.2.1. The Board shall approve and shall periodically review a Freedom of Speech Code of Practice setting out how the University will ensure freedom of speech within the law for students, staff and visiting speakers in accordance with the Education Act (No. 2) 1986, the 'Prevent' duty under the Counter-Terrorism and Security Act 2015, and other legal requirements.

5.3. Policy Framework

- 5.3.1. There shall be a Policy Regulations Framework, approved by the Board on the recommendation of the Governance and Nominations Committee, which will govern the arrangements for issuing policies and procedures in the University.
- 5.3.2. The Board and the Vice Chancellor may issue policies and procedures in accordance with the Policy Regulations Framework. The Vice Chancellor may delegate the authority to issue policies and procedures to other Staff. The Secretary shall maintain a register of Staff who are given delegated authority to issue policies and procedures.

6. The University of Wolverhampton Students' Union

6.1. Constitution and oversight

- 6.1.1. There shall be a Students' Union whose constitution (comprising the Students' Union's Memorandum and Articles of Association and Byelaws) shall be subject to approval by the Board. The Board shall review the Students' Union's constitution at least once every five years.
- 6.1.2. The Board shall approve a Code of Practice on how the Board will discharge

its obligations with respect to the Students' Union under the Education Act 1994. The code of Practice shall be reviewed by the Board at least once every five years.

- 6.1.3. The relationship between the University and the Students' Union shall be formalised in a Memorandum of Understanding approved by the Board which shall be reviewed by the Board at least once every five years.
- 6.1.4. The Board shall consider the annual accounts of the Students' Union and may require the Students' Union to provide any information which the Board considers is necessary to discharge the Board's obligations under the Education Act 1994.
- 6.1.5. In accordance with the University's obligations under the Education Act 1994, the Secretary shall consider complaints about the Students' Union which are referred to the University after the complainant has completed the Students' Union's internal complaints procedures.

7. Finance and Resources

7.1. Financial governance

- 7.1.1. In accordance with the Articles the University of Wolverhampton Scheme of Delegation sets out the financial matters which are reserved to the Board under the Articles, and which cannot be delegated²⁸:
- 7.1.2. The Board has established a Finance and Resources Committee to assist it in discharging its responsibility for stewardship of the University's resources. The Committee's responsibilities and delegations are established the University's Scheme of Delegation and captured in its Terms of Reference.
- 7.1.3. There shall be Financial Regulations, approved by the Board on the recommendation of the Finance and Resources Committee, which will govern the arrangements for the proper management of the University's finances and financial affairs, assets, monies, and resources irrespective of the source of funding. The Financial Regulations shall:
 - (a) reflect the requirements of the Office for Students and other bodies which may provide funding;
 - (b) be compliant with all established legal requirements as from time to time in force;
 - (c) be consistent with the University's status as an exempt charity; and
 - (d) reflect and keep abreast of contemporary good practice across the Higher Education sector.

²⁸ Article 5.2 of the Articles of Government

7.1.4. The Chief Financial Officer shall issue Financial Procedures to give effect to the requirements of the Financial Regulations.

7.1.5 The Financial Regulations shall be subject to annual review.

7.2. Establishing subsidiaries

7.2.1. The University may establish and wind-up subsidiary companies and joint ventures²⁹, subject to approval by the Finance and Resources Committee in accordance with the Financial Regulations. The Secretary, in consultation with the Chief Financial Officer, is authorised to discontinue dormant subsidiary companies.

7.3. Entering into agreements

7.3.1. The Vice-Chancellor, Chief Financial Officer, Chief Operating Officer and University Secretary, Pro-Vice-Chancellor Research and Knowledge Exchange, Pro-Vice-Chancellor Student Outcomes, Pro-Vice-Chancellor Global and Civic Engagement, Chief People and Culture Officer and the University Deans are authorised to sign agreements on behalf of the University which have been approved by the Board or a properly authorised Committee or are within the limits of authority set by the Scheme of Delegation.

7.3.2 The Vice Chancellor may delegate the authority to sign agreements to other Staff in accordance with the University's Signing Authority Policy; the Secretary shall maintain a register of Staff who are given delegated authority to sign agreements.

7.4. Auditors and the Audit and Risk Committee

7.4.1. The Board of Governors shall appoint external auditors and set their remuneration on the recommendation of the Audit and Risk Committee.

7.4.2. The Board of Governors shall appoint internal auditors and set their remuneration on the recommendation of the Audit and Risk Committee.

7.4.3. The Audit and Risk Committee shall oversee the University's internal audit service and shall ensure that the Board receives annually a report of the internal audit service and a report of the activities of the Audit and Risk Committee in accordance with the requirements of Office for Students.

8. Staff

8.1. The Executive Leadership Team

8.1.1. The Executive Leadership Team of the University are the Vice Chancellor, Chief Financial Officer, Chief Operating Officer and University Secretary, Pro-Vice-Chancellor Research and Knowledge Exchange, Pro-Vice-Chancellor Student Outcomes, Pro-Vice-Chancellor Global and Civic Engagement, and Chief People and Culture Officer.

8.2 Senior Staff

²⁹ Article 3.1.11 of the Articles of Government

- 8.2.1. Senior Staff of the University is defined as the Vice Chancellor, Pro-Vice Chancellor Research and Knowledge Exchange, Pro-Vice Chancellor Student Outcomes, Pro-Vice Chancellor Global and Civic Engagement, Chief Financial Officer, Chief Operating Officer and University Secretary, and Dean(s) of Faculty. The Board may designate other Staff as Senior Staff through amendments to these Regulations.
- 8.2.2. The Board shall approve Human Resources Policies and Procedures governing the appointment of the Senior Staff.
- 8.2.3. The Chair on behalf of the Board shall nominate at least one Independent Governor to sit on the interview panel with the Vice Chancellor for the appointment of Senior Staff. The Senior Staff shall be appointed on such terms and conditions of employment and with such functions and responsibilities as the Remuneration Committee may determine in respect of each such appointment³⁰.
- 8.2.4. The Senior Staff, other than the Vice Chancellor and Secretary, who have separate rules relating to dismissal, have a right to appeal to the Board against their suspension, discipline and dismissal³¹. Appeals may only be heard by the Independent Governors. The procedure for the consideration of appeals shall be set out in Human Resources Policies and Procedures approved by the Board.

8.3. Appointment of the Chancellor

- 8.3.1. The Board is empowered to appoint a Chancellor of the University on such terms and with such functions and responsibilities as the Board may determine. The Chancellor shall not be a member of Staff and shall not receive any Benefit for acting (except reimbursement of their expenses).

8.4. Appointment of the Vice Chancellor

- 8.4.1. The Board shall appoint a Vice Chancellor as chief executive of the University, Chair of the Academic Board and the Accountable Officer to the Regulator, on such terms and conditions of employment and with such functions and responsibilities as the Board may determine. The power to appoint the Vice Chancellor may only be exercised by the Board of Governors and may not be delegated.
- 8.4.2. The Board shall approve any Human Resources Policy setting out the procedure for the appointment of the Vice Chancellor.
- 8.4.3. The Secretary shall oversee and advise the Board and Governance and Nominations Committee on the appointment process for the position of Vice Chancellor³².

³⁰ Paragraph 5.2.1 Scheme of Delegation

³¹ Paragraph 3.1.17 Scheme of Delegation

³² Paragraph 8.1.9 of the Scheme of Delegation

8.5. Appointment of the Secretary

- 8.5.1. The Board shall appoint a Secretary of the University on such terms and conditions of employment and with such functions and responsibilities as the Board may determine. The power to appoint the Secretary may only be exercised by the Board of Governors in consultation with the Vice Chancellor and may not be delegated³³.
- 8.5.2. The Board shall approve any Human Resources Policy setting out the procedure for the appointment of the Secretary.

8.6. Staff Policies and Procedures

- 8.6.1. Subject to the Articles and Regulations, the Vice Chancellor shall have the power to appoint Staff members with the exception of Senior Staff, who shall be appointed in accordance with Regulations 8.2.2 and 8.2.3.
- 8.6.2. The Vice Chancellor has the power to appraise, promote, suspend, discipline, or dismiss Staff members, subject to the Articles and Regulations approved by the Board, and the right of Senior Staff to appeal to the Board under Regulation 8.2.4.
- 8.6.3. Following consultation with Staff (including recognised staff trade unions), the Board may approve Human Resources policies and procedures relating to the appointment and terms and conditions of Staff, the conduct of Staff, the suspension of Staff, the discipline and dismissal of Staff and Staff grievances. The terms of employment of staff are set out in the University's contracts of employment and published employment procedures including the Disciplinary, Dignity at Work and Study, Capability and Sickness Absence procedures.
- 8.6.5. Human Resources policies and procedures under these Board Regulations shall be approved by the Board on the recommendation of the Workforce and Culture Committee, following consultation as indicated in Board Regulation 8.5.3. In approving Human Resources policies and procedures, the Board shall have regard to the need to ensure that Staff have freedom within the law to question and test received wisdom in their academic disciplines and to put forward new ideas and unpopular opinions without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

9. Amendment to the Board Regulations

- 9.1 These Regulations may be amended in accordance with Article 3.1.14.

10. Date of Board Regulations

³³ Paragraph 2.1.17 of the Scheme of Delegation

10.1 These Board Regulations shall come into operation on 30 November 2022.