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**Articles of Government**

*Cardiff Metropolitan University*

HIGHER EDUCATION CORPORATION

**CARDIFF METROPOLITAN UNIVERSITY**

**HIGHER EDUCATION CORPORATION**

**ARTICLES OF GOVERNMENT**

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

1. INTERPRETATION
   * 1. In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 01 March 2024, and

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| "the holders of senior posts" | means the Vice-Chancellor and Principal, the University Secretary and the holders of such other senior posts as the Board of Governors may determine and "holder of a senior post" shall be construed accordingly; |
| “Regulations” | means any procedures made by the Board of Governors in accordance with these Articles which shall include any rules or bye-laws for the government and conduct of the University made pursuant to the Act; |
| "staff" | includes both academic, professional services and support staff of the University; |
| "a students' union" | means any association of the generality of students formed to further the educational purposes of the University and the interest of the Students as students. |

1. CONDUCT OF THE UNIVERSITY
   * 1. The University shall be conducted in accordance with the provisions of the Education Act 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by Welsh Ministers, or by the Privy Council, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any Regulations made under these Articles.
2. THE BOARD OF GOVERNORS, VICE-CHANCELLOR AND PRINCIPAL, SECRETARY AND ACADEMIC BOARD

**The Board of Governors**

* + 1. The Board of Governors shall be responsible for:
       1. the determination of the educational character and mission of the University and for oversight of all of its activities;
       2. the financial sustainability and viability of the University including approving the annual budget and financial forecast and the annual financial statements; and
       3. the appointment, appraisal, suspension, dismissal and for determining the terms and conditions of service of the holders of senior posts; and
          1. the setting of a framework for the pay and conditions of service of all staff.

**The Chancellor**

(2) There shall be a Chancellor of the University who shall be the ceremonial and titular head of the institution and with such responsibilities as are described in the Regulations.

**The Vice-Chancellor and Principal**

* + 1. Subject to the responsibilities of the Board of Governors, the Vice-Chancellor and Principal shall be chief executive of the University with responsibility for the organisation, direction and management of the University and its activities, the determination (after consultation with the Academic Board) of the University’s academic activities, the management of the University’s finances, the maintenance of student discipline, and such other responsibilities as determined by the Board of Governors from time to time and prescribed in Regulations.

**The University Secretary**

* + 1. The Board of Governors shall appoint or engage a University Secretary upon such terms as the Board of Governors think fit. The University Secretary shall oversee the overall effectiveness of the University’s governance and compliance structures, and ensure that a dedicated officer is appointed to act as the clerk to the Board of Governors

**The Academic Board**

* + 1. There shall be an Academic Board of the University which shall, subject to the overall responsibility of the Board of Governors and of the Vice Chancellor and Principal, oversee the teaching and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of Students with such responsibilities further prescribed by the Board of Governors from time to time in the Regulations.
    2. The Board of Governors shall receive and test assurance from the Academic Board that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective. The Academic Board shall provide to the Board of Governors such academic assurance as it may require from time to time.
    3. The membership of the Academic Board shall be prescribed in Regulations.

1. DELEGATION OF FUNCTIONS AND COMMITTEES
   * 1. The Board of Governors may delegate any of its powers, functions or duties to any person, committee or body which may also include a power to sub-delegate. Any committee or body established by the Board of Governors (which shall always include the establishment of a committee responsible for the oversight of audit and risk) may include persons who are not members of the Board of Governors.
     2. The Board of Governors shall not, however, delegate the following:
        1. the determination of the educational character and mission of the University;
        2. the approval of the University’s financial forecasts, annual estimates of income and expenditure and final statements in respect of each financial year;
        3. the appointment or dismissal of the Vice-Chancellor and Principal or University Secretary; and
        4. the amending or revoking these Articles or passing a resolution to seek an amendment to the Instrument of Government.
     3. The Board of Governors may revoke or alter any delegation.
2. PROCEDURES FOR MEETINGS
   * 1. The quorum for meetings of the Board of Governors shall be one-third rounded up to the next whole number of the total actual membership of the Board of Governors, with Independent Members forming the majority of the quorum.
     2. Members of the Board of Governors shall declare any conflicts of interest.
     3. The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member.
     4. A meeting of the Board of Governors, Academic Board or a committee of either body may be held by any suitable electronic means (for example by telephone or video conference) through which each participant may communicate with all other participants.
     5. All decisions of the Board of Governors, Academic Board or a committee of either body shall be determined by majority. Unless otherwise agreed by the Board of Governors, proxy voting shall not be permitted.
     6. A resolution in writing or in electronic form agreed by the members of the Board of Governors, Academic Board or a committee of either body shall be as valid and effectual as if it had been passed at a meeting of such body, provided that the proposed resolution is sent to every member of the relevant body and a simple majority of the members signify their agreement to the proposed resolution within 28 days of the date of its circulation.

(7) The quorum for meetings of the Academic Board shall be at least one-third rounded up to the next whole number of the total actual membership as shall be determined in accordance with the Regulations. The quorum for any committees of the Board of Governors or Academic Board shall be set out in the Regulations. Procedures for meetings of the Academic Board and other committees of the Board of Governors or Academic Board and procedures in relation to the appointment of members of the Board of Governors shall be set out in the Regulations.

1. STAFF and students of the University
   * 1. The University may appoint such staff as may be required to fulfil the functions of the University.
     2. The Board of Governors shall ensure that there are:
        1. procedures for the discipline, dismissal, suspension and hearing of grievances of staff including the Vice-Chancellor and Principal and the University Secretary;
        2. procedures for the admission, suspension and expulsion of Students, and for dealing with student complaints and academic appeals.
2. **ACADEMIC FREEDOM**
   * 1. The Board of Governors shall have regard to the need to ensure that academic staff of the University shall have freedom within the law to carry out teaching and research, including the publication of the outcomes of research, in a way which questions and tests established ideas and received wisdom, and presents controversial or unpopular points of view, without placing themselves in jeopardy of losing their employment or any privileges they may have at the University.
3. STUDENTS’ union
   * 1. There shall be a Students' Union of the University which shall conduct and manage its own affairs in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors.
     2. The University shall take steps to ensure that such Students' Union:-
        1. acts fairly and democratically; and
        2. is accountable for its finances.
4. FINANCIAL MATTERS
   * 1. The Board of Governors shall:
        1. keep accounts and records, and appoint auditors in accordance with Section 124B of the Act and any other applicable financial accounting frameworks; and
        2. appoint an auditor or auditors who shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.
5. Regulations
   * 1. The Board of Governors shall have power to make Regulations concerning such matters with regard to the government and conduct of the Board of Governors and the University as it shall think fit. Such Regulations shall be subject to the provisions of these Articles.
6. AMENDMENT OF ARTICLES
   * 1. These Articles may be amended or replaced by a resolution of the Board of Governors either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Board of Governors, in accordance with section 125 of the Act.
7. DATE OF ARTICLES

These Articles shall come into operation on 01 March 2024.

**Heading**

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