

# **Liverpool John Moores University**

## **Articles of Government**

In exercise of the powers conferred upon it by section 124E of the Education Reform Act 1988 Liverpool John Moores University Higher Education Corporation makes the following Articles of Government in accordance with which Liverpool John Moores University shall be conducted:

### **1. Interpretation**

In these Articles, unless the context otherwise requires:

“Academic Board” means the Academic Board of the University;

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

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

“Corporation” means Liverpool John Moores Higher Education Corporation;

“OfS” means the Office for Students or any successor regulatory authority or body;

“Secretary of State” means the Secretary of State for Education or any successor thereto;

"Staff" includes both the academic and professional services staff of the University;

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

“University” means Liverpool John Moores University which the Corporation has been established to conduct;

“University Secretary” means the person appointed as such under Article 5.

### **2. Conduct of the University**

The University shall be conducted in accordance with the applicable provisions of the Education Acts (as defined in section 578 of the Education Act 1996), any relevant regulations, orders or directions made by the Secretary of State or by the OfS and, subject thereto, in accordance with the provisions of the Instrument of Government, these Articles and any rules or bye-laws made under these Articles.

### **3. Responsibilities of Board of Governors, Vice-Chancellor and Chief Executive and Academic Board**

#### **3.1 The Board of Governors.**

The Board of Governors shall be responsible for:

- (a) the determination of the educational character and mission of the University and for oversight of its activities;
- (b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, assignment, grading, appraisal, development, training, suspension, dismissal and determination of the pay and conditions of service of the Vice Chancellor and Chief Executive and the University Secretary.
- (e) setting a framework for the pay and conditions of service of all other staff.

In carrying out its responsibilities, the Board of Governors shall have regard to the public interest governance principles applicable to the University under the terms of its registration as a higher education provider with the OfS.

#### **3.2 The Vice-Chancellor and Chief Executive**

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

- (a) 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;
- (b) the organisation, direction and management of the University and leadership of the staff;
- (c) the appointment, assignment, grading, appraisal, development, training, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the Vice Chancellor and Chief Executive and the University Secretary;
- (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;

- (e) 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.
- (f) the maintenance of student discipline;

### 3.3 The Academic Board

There shall be an Academic Board of the University, whose membership, terms of reference and procedures shall be set out in rules made by the Board of Governors.

Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor and Chief Executive, the Academic Board shall be responsible 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; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
- (b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and Chief Executive and the Board of Governors thereon;
- (c) the nomination, removal and replacement of its representatives on external academic bodies;
- (d) advising on such other matters as the Board of Governors or the Vice-Chancellor and Chief Executive may refer to the Academic Board.

The Academic Board may establish such committees as it considers necessary to carry out its responsibilities. Such committees may include (but shall not consist solely of) persons who are not members of the Academic Board. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

#### **4. Delegation of Functions and Committees**

- 4.1 Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned to the Vice-Chancellor and Chief Executive or the Academic Board by these Articles, and may delegate powers to such a committee or to the Chair or to the Vice-Chancellor and Chief Executive.
- 4.2 The membership of committees (which may include persons who are not members of the Board of Governors) and their terms of reference shall be set out in rules made by the Board of Governors.
- 4.3 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 the Corporation and the safeguarding of their assets;
  - (d) the appointment or dismissal of the Vice-Chancellor and Chief Executive;
  - (e) the varying or revoking of the Instrument of Government or these Articles.
5. The Vice-Chancellor and Chief Executive may delegate any of his or her functions to a member of the University's Executive Leadership Team, other than accountability for the University's budget and resources and the line management of those members of the University's Executive Leadership Team nominated as direct reports to the Vice-Chancellor and Chief Executive.

#### **5. Appointment of University Secretary**

The Board of Governors shall appoint a University Secretary to advise the Board of Governors.

#### **6. Procedures for Meetings**

- 6.1 Subject to the provisions of the Instrument of Government and these Articles, the Board of Governors may regulate their proceedings as they think fit. The Secretary at the request of the Chair or at the written request of not less than five members shall call a meeting of the Board of Governors. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the person who chairs the meeting shall have a second or casting vote.

- 6.2 In the absence of the Chair at any meeting the Deputy Chair shall chair the meeting (and if both are absent the members present shall choose one of the independent members present to chair the meeting).
- 6.3 The quorum for the transaction of business at meetings of the Board of Governors shall be one third of the members for the time being plus one member, of whom not less than half shall be independent members. If less than half the members present at any time are independent members but the meeting is otherwise quorate, a decision may, with the consent of a majority of the independent members present, be deferred to the next meeting, which, if otherwise quorate, may make that decision notwithstanding that less than half the members present are independent members. No decision shall be deferred more than once under this provision.
- 6.4 Detailed procedures for the conduct of meetings of the Board of Governors and its committees shall be set out in rules made by the Board of Governors.
- 6.5 A written resolution signed by all those entitled to vote at a meeting of the Board of Governors or a committee of the Board of Governors is as valid as a resolution actually passed at a meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 6.6 A member entitled to attend and vote at a meeting of the Board of Governors or a committee of the Board of Governors may, at the discretion of the person chairing the meeting, participate by means of video-conferencing, telephone conferencing or other similar facilities, provided it is possible for every person present at the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.
- 6.7 Members of the Board of Governors shall at all times exercise independent judgement when making decisions affecting the Corporation and/or the University and shall not accept nor be bound by any purported mandates from bodies or persons by whom they were nominated but this shall not prevent any member or members representing to the Board of Governors the views of or representations made by any body, group or individual having an interest in the affairs of the Corporation and/or the University.
- 6.8 A member who has any pecuniary, family or personal interest in a matter to be discussed at a meeting of the Board of Governors or a committee of the Board of Governors shall withdraw from the meeting in accordance with rules made by the Board of Governors.
- 6.9 The proceedings of the Board of Governors shall not be invalidated by any vacancy in their number or by any defect in the election, appointment (or qualification) of any member.

## **7. Staff**

7.1 The Board of Governors shall make rules governing the conduct, suspension, discipline and dismissal of staff (including the Vice Chancellor and Chief Executive and the University Secretary). Issues of conduct, suspension, dismissal and discipline of the Vice Chancellor and Chief Executive and the University Secretary will be reserved to the Board of Governors.

7.2 The Board of Governors shall make rules enabling staff (including the Vice Chancellor and Chief Executive and the University Secretary) to raise grievances about their employment.

### **7.3 Academic Freedom**

In making rules under Articles 7.1 and 7.2 the Board of Governors 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.

## **8. Students**

8.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.

8.2 The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion, and for the consideration of student complaints and appeals.

8.3 In exercise of their responsibilities under Article 3(3)(a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

## **9. Rules and Bye-Laws**

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

## **10. Amendment of Articles**

These Articles may be amended or replaced by a resolution of the Board of Governors in accordance with section 124E of the Act.

These Articles shall come into operation on 29 November 2021