

LONDON METROPOLITAN UNIVERSITY

BOARD REGULATIONS

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1. Preamble and Definitions

1.1. Preamble

- 1.1.1. London Metropolitan University ('the University') is a company limited by guarantee and not having share capital registered number 00974438. The University is also an exempt charity pursuant to Schedule 3 of the Charities Act 2011.
- 1.1.2. The University is governed by Articles of Association ('the Articles'). The Articles are the Instrument and Articles of Government of the University as required by section 129B of the Education Reform Act 1988.
- 1.1.3. The Articles currently governing the University are those adopted by the Board of Governors ('the Board') on 24 July 2014 to take effect on 1 August 2014.
- 1.1.4. Any changes to the Articles must be approved by the Board in a General Meeting and are subject to approval by the Privy Council and, where necessary, the Charity Commission and any other relevant external regulatory authority¹.
- 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 Privy Council. 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 greater detail how those matters to be governed by Regulations will operate and how matters set out in the Articles will operate on a day-to-day basis. The Board Regulations provide an overarching framework for other Regulations, including the Academic Regulations and other Regulations which the Board may approve (including the University's Scheme of Delegation, which has the status of Regulations for the purposes of the Articles)³. In the event of conflict between these Board Regulations, the Academic Regulations, other Regulations or the Scheme of Delegation, these Board Regulations will prevail.
- 1.1.7. Regulations (including these Board Regulations, the Academic Regulations, Human Resources Regulations, the Financial Regulations, the Scheme of Delegation and any other Regulations approved by the Board) shall not be interpreted in a manner which is contrary to the Articles⁴. If any doubt arises over the interpretation of Regulations, the advice and ruling of the University Secretary shall be final.

¹ Articles of Association, Article 26.1.

² Articles of Association, Schedule 3 para. 1.7.

³ Articles of Association, Schedule 1 (definition of 'Scheme of Delegation').

⁴ Articles of Association, Article 25.1.

- 1.1.8. All the words in these Board Regulations shall bear the same meaning as in the Articles unless defined in Regulation 1.2 (the definitions in which shall consistent with the Articles).
- 1.1.9. Except where stated otherwise, words imparting the singular shall include the plural and words imparting the masculine gender shall include the feminine gender 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 Board (see Board Regulation 5.1.3).

1.2. Definitions

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

Academic Regulations means the Regulations approved by the Academic Board under delegated authority from the Board of Governors, and includes (but is not limited to) the General Student Regulations.

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

Calendar means the Calendar of Meetings maintained by the Secretary under Board Regulation 3.3.3.

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.

Financial Regulations means the Regulations approved by the Board on the recommendation of the Finance and Resources Committee under Board Regulation 7.1.3.

Human Resources Regulations means the Regulations approved by the Board on the recommendation of the Finance and Resources Committee under Board Regulation 8.5.5.

Register of Interests means the register of Interests of Governors and Committee members established under Board Regulation 4.9.3.

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

Scheme of Delegation means the Scheme of Delegation approved by the Board

under Board Regulation 2.5.

Secretary means the University Secretary and Registrar.

Senior Independent Governor means the Independent Governor appointed to that role under Board Regulation 3.2.3.

Senior Staff means the Staff specified as Senior Staff in Regulation 8.1.1.

Statement of Primary Responsibility means the Statement of Primary Responsibility approved by the Board under Board Regulation 2.4.

Strategic Plan means the Strategic Plan approved by the Board under Board Regulation 2.2.2.

2. The Board and the University

2.1. Object

2.1.1. The Object of the University is defined in the Articles as to advance education (including industrial, commercial, professional and scientific training) for the benefit of the public by carrying on, conducting and developing a university and by promoting teaching and research⁵. All of the University's activities shall be carried out in the pursuit of this Object⁶.

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, company law, the requirements of the Higher Education Funding Council for England 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 and Senior Staff in consultation with Academic Board, Staff and Students.

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

⁵ Articles of Association, Article 4.1.

⁶ Articles of Association, Article 5.1

⁷ Articles of Association, Article 11.1; Schedule 3 para. 1.1.

years.

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 powers are set out in Schedule 2 of the Articles. 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 provided for in the Scheme of Delegation and Committees' terms of reference approved by the Board.

2.3.3. Schedule 3 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 a Statement of Primary Responsibilities setting out its key roles and responsibilities. The Statement of Primary Responsibilities approved by the Board is at Appendix A.

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 every 5 years.

2.5. Scheme of Delegation

2.5.1. The Board shall agree a Scheme of Delegation setting out how it will exercise its powers in light of the 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 and the Senior Staff. 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 Schedule 3 of the Articles may not be delegated through the Scheme of Delegation (see also Board Regulation 7.1.1 with respect to financial matters).

2.5.2. The Scheme of Delegation shall be supported by Financial Regulations approved by the Board under Board Regulation 7.1.3.

2.5.3. The Scheme of Delegation shall be reviewed as required and at least every 5 years.

2.5.4. The Scheme of Delegation approved by the Board is at Appendix B.

⁸ Articles of Association, Article 5.1.

3. Governance

3.1. Proceedings of the Board

3.1.1. The Board shall conduct its proceedings in accordance with Schedule 5 of the Articles and these Regulations. Proceedings at General Meetings shall be conducted in accordance with Board Regulation 3.13.

3.2. Officers of the Board

3.2.1. The Board shall appoint an Independent Governor on the recommendation of the Board's Governance Committee to serve as Chair⁹. Unless otherwise specified at the time of the Chair's appointment, the Chair shall serve a term of three years which may be renewed by the Board for further terms of three years up to a maximum of three terms in the role of Chair. A Chair who has served for three terms may, exceptionally, be appointed as Chair to an additional term (not exceeding one year) in the circumstances provided in Schedule 4 of the Articles (relating to the appointment of a Governor for longer than the normal maximum of nine years). 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 provided in Schedule 4 of the Articles.

3.2.2. The Board may appoint one or more Independent Governors on the recommendation of the Board's Governance Committee to serve as Vice Chair. The term of office of Vice Chairs shall be in accordance with Regulation 3.2.1 (substituting 'Vice Chair' for 'Chair' as appropriate).

3.2.3. The Board shall appoint an Independent Governor (normally, a Vice Chair) to act as the Senior Independent Governor. The role of the Senior Independent Governor shall be to:

- (a) Appraise the performance of the Chair under Board Regulation 4.7.3.
- (b) Deal with matters relating to the suspension of the Chair under Board Regulation 4.5.5.
- (c) Be available to Governors to address any concerns they may have about 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.

⁹ Articles of Association, Schedule 1 (definition of 'Chair')

- 3.2.4. The term of office of the Senior Independent Governor shall be in accordance with Regulation 3.2.1 (substituting 'Senior Independent Governor' for 'Chair' as appropriate).
- 3.2.5. On the recommendation of the Governance Committee, the Board shall approve and shall periodically review role descriptions for the roles of Chair, Vice Chair, Senior Independent Governor and the chairs of the Board's Committees.
- 3.2.6. In the Chair's absence, a Vice 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 Vice Chair has been appointed, the Chair shall nominate a Vice Chair who will serve in his/her absence. If the Chair is unable to nominate a Vice Chair, the Governors shall determine which Vice Chair shall serve as Chair. If no Vice Chair has been appointed or no Vice Chair is able or willing to preside over a meeting of the Board, another Independent Governor elected by the Independent Governors present shall preside as chair at the meeting¹⁰.
- 3.2.7. In between meetings of the Board, the Chair may take action on behalf on the Board in matters which, in his/her opinion, are urgent or non-contentious, and shall report such actions to the next meeting of the Board for confirmation.
- 3.2.8. The Board may, at its absolute discretion, terminate the appointment of an Independent Governor as Chair, Vice 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, Vice 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 4.5.
- 3.2.9. 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 Secretary's supervision.

3.3. Calling of meetings

- 3.3.1. The Board shall hold at least four meetings during the Academic Financial Year (in addition to an annual General Meeting of Members) to conduct the Board's business.
- 3.3.2. Additional meetings of the Board beyond those previously advised to Governors may be called by the Chair of the Board. A meeting of the Board shall also be called

¹⁰ Articles of Association, Schedule 5 para 3.

if requested in writing to the Secretary by at least one third of those currently serving as Independent Governors. The Secretary shall provide all Governors with at least 14 days' notice of any additional meeting of the Board.

- 3.3.3. 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 Financial Year to which the Calendar relates, following approval by the chair of the Governance Committee.

3.4. Quorum

- 3.4.1. The quorum for any meeting of the Board shall be 6 Independent Governors. In the event that a meeting is not quorate the Board shall not take any decision other than a decision to appoint further Governors¹¹.
- 3.4.2. 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 one of the members present being an Independent Governor.
- 3.4.3. 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.

3.5. Agendas and papers

- 3.5.1. 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.
- 3.5.2. The style, format and method of distribution of agendas and papers of the Board and its Committees shall be determined by the Secretary.
- 3.5.3. 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.
- 3.5.4. 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

¹¹ Articles of Association, Schedule 5 para 2.

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.

3.6. Voting

- 3.6.1. 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 vote¹². A resolution put to the vote shall be decided on 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.
- 3.6.2. 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)¹³.
- 3.6.3. 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 Committee.
- 3.6.4. 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 is¹⁴.
- 3.6.5. 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

¹² Articles of Association, Schedule 5 para 4

¹³ Articles of Association, Schedule 5 para 4

¹⁴ Articles of Association, Schedule 5 para 5

decisions taken at a meeting of the Board or a meeting of a Committee¹⁵.

3.6.6. A procedural defect of which the Governors or a Committee are unaware at the time does not invalidate decisions taken at a meeting¹⁶.

3.7. Order and Conduct of Debate

3.7.1. 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 his/her 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.

3.7.2. 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.

3.7.3. 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.

3.7.4. 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.

3.8. Attendance at meetings

3.8.1. 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.

3.8.2. 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.

3.8.3. Governors may be removed from office by resolution of the Board, on the

¹⁵ Articles of Association, Schedule 5 para 6

¹⁶ Articles of Association, Schedule 5 para 7

recommendation of the Governance 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 Board¹⁷.

- 3.8.4. A member of a Committee may be removed from their Committee position by the Board, on the recommendation of the Governance 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.

3.9. Confidentiality

- 3.9.1. 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.
- 3.9.2. 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 10 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.
- 3.9.3. Information regarding the Board shall be published by the Secretary in accordance with the Governor Communications Policy and Procedure approved by the Board¹⁸.
- 3.9.4. 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.

3.10. Effectiveness and Review

- 3.10.1. The Governance 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 four

¹⁷ Articles of Association, Schedule 4 para 3.3.3

¹⁸ Approved by the Board 24 July 2014.

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.

3.10.2. The recommendations of effectiveness reviews conducted under Board Regulation

3.10.3. 3.10.1 shall be reported to the Board for approval. The Board shall be updated by the Governance Committee at least annually on the implementation of the approved recommendations.

3.10.4. 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/Committee. The feedback received shall be reported in anonymised form to the Governance Committee and, as appropriate, to the Chair of the Board and to the chairs of the relevant committees.

3.11. Committees

3.11.1. 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 Delegation¹⁹.

3.11.2. The Scheme of Delegation shall set out what business is delegated to Committees of the Board.

3.11.3. 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.

3.11.4. The membership of Committees shall be approved by the Board on the recommendation of the Governance Committee. Other than the Academic Board and its subcommittees, the membership of a Committee shall normally include a majority of Independent Governors.

3.11.5. 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 further terms provided that the Co-opted Member shall not serve in office for more than nine consecutive years.

¹⁹ Articles of Association, Article 16.1

- 3.11.6. 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 the Academic Board (which is chaired ex officio by the Vice Chancellor), the Chair and any Vice Chairs of the Committee shall be Independent Governors.
- 3.11.7. Committees shall report their decisions and any recommendations requiring the Board's approval to the next meeting of the Board. Unreserved minutes of Committees (other than the Remuneration Committee) shall be circulated to Governors by the Secretary once approved by the Committee's chair.
- 3.11.8. Committees may establish working parties and subcommittees to assist the Committee in discharging matters within its remit. The membership of the working party or subcommittee shall be determined by the Committee, which shall ensure that the working party/subcommittee has clearly defined terms of reference and reports regularly to the Committee. The Committee shall report to the Board on the activities of its subcommittees and working parties.

3.12. Use of the Seal²⁰

- 3.12.1. 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 Financial Regulations.

3.13. General Meetings

- 3.13.1. The Governors shall each year hold an annual General Meeting of the Members of the University (i.e. the Governors) and may call a General Meeting at any other time²¹. The purpose of the annual General Meeting shall be to receive the University's annual accounts, appoint the external auditors, agree the remuneration of the external auditors, and conduct any other business which is appropriate for an annual General Meeting. A General Meeting shall be called to consider any proposal to amend the Articles.²²
- 3.13.2. The Secretary shall send the notice of a General Meeting to Governors at least 14 days before the meeting and shall ensure that the General Meeting is held in accordance with the Companies Act 2006 (the "2006" Act), to the extent that the provisions of the 2006 Act relating to General Meetings apply to the University. The annual General Meeting shall normally precede a meeting of the Board.

²⁰ Articles of Association, Article 23.1

²¹ Articles of Association, Articles 10.1-10.2

²² Articles of Association, Article 26.1

- 3.13.3. The quorum for a General Meeting shall be six Members who are Independent Governors. A Governor who is unable to attend a General Meeting may nominate another Governor to act as their proxy. Notification must be received by the Secretary at least 24 hours in advance of the start of the General Meeting.
- 3.13.4. The Chair of the Board (or a Vice Chair of the Board nominated by the Chair, if the Chair is unable to be present) shall chair a General Meeting unless another Governor is appointed by the Governors in the General Meeting to act as chair.
- 3.13.5. The procedure for voting and order and conduct of debate (Regulations 3.6 and 3.7 above) which apply to Board meetings shall also apply to General Meetings.

3.14. Joint meetings with the Academic Board

- 3.14.1. The Board may on occasion meet jointly with the Academic Board.
- 3.14.2. The Chair of the Board (or in the Chair's absence, a Vice-Chair or another Independent Governor in accordance with Regulation 3.2.6) shall chair the joint meeting. The order and conduct of debate shall be in accordance with Regulation 3.7.
- 3.14.3. 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.
- 3.14.4. For the avoidance of doubt, Regulation 3.14.3 shall not prevent the Board from approving a resolution which has not been approved by the Academic Board.
- 3.14.5. Minutes of joint meetings shall be approved when they are approved by the Board.

4. Governors and Members

4.1. Members

- 4.1.1. For the purposes of the 2006 Act, the Members of the University are the Governors. Membership is terminated if a Member ceases to be a Governor and cannot be transferred²³.
- 4.1.2. The Secretary shall maintain a Register of Members and is responsible for ensuring that all records and formalities required by the 2006 Act are maintained and

²³ Articles of Association, Article 9

compiled.

4.2. Composition

4.2.1. The composition of the Board is provided for in Article 11.2.

4.2.2. The Board shall consist of no fewer than 11 Governors and no more than 15 Governors and shall comprise:

- (a) no fewer than 7 and no more than 11 Independent Governors appointed by a resolution of a simple majority of the Independent Governors;
- (b) the Vice Chancellor, acting ex-officio;
- (c) 1 Academic Governor nominated by the Academic Board in accordance with Board Regulation 4.4.2 and procedures thereunder;
- (d) 1 Student Governor who shall be the President of the Students' Union acting ex-officio; and
- (e) 1 Staff Governor elected by and from the Staff of the University in accordance with Board Regulation 4.4.3 and procedures thereunder.

4.3. Eligibility²⁴

4.3.1. The Articles provide that, unless the Board has determined by resolution otherwise:

- (a) No person who is or becomes an employee of the University shall act as a Governor (other than the Vice Chancellor, the Academic Governor, the Staff Governor or the Student Governor);
- (b) A Governor shall not be a parent, sibling, child, spouse or civil partner of a member of Staff or someone who is otherwise financially interdependent with or financially dependent on such a member of Staff or on whom the member of Staff is financially dependent, or any other person in a relationship with a Governor which may reasonably be regarded as an equivalent relationship to that of a spouse or civil partner.

4.3.2. A Student may only serve as a Governor in the capacity of the Student Governor.

4.3.3. 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 as a company director.

4.4. Appointment of Governors

4.4.1. Independent Governors are appointed by the Board on the recommendation of the Governance Committee. The appointment of an Independent Governor by the Board must be approved by a simple majority of the Independent Governors

²⁴ Articles of Association, Schedule 4, para 2.1-2.3

present at the meeting²⁵.

- 4.4.2. The Academic Governor shall be a member of the Teaching Staff of the University who is a member of the Academic Board²⁶ and does not serve on the Academic Board in an ex officio capacity. The Academic Governor shall cease to be a Governor if they cease to be a member of the Academic Board. Subject to these Board Regulations, the Academic Board shall nominate the Academic Governor according to such procedures as the Academic Board shall determine.
- 4.4.3. The Staff Governor shall be a member of the Staff of the University elected by and from the Staff of the University. Persons not employed by the University (including consultants and contractors) shall not serve as a Staff Governor²⁷. The Governance Committee shall approve procedures for the election of the Staff Governor based on the principles that any eligible member of Staff is entitled to stand for election and has an equal entitlement to vote.
- 4.4.4. The Student Governor shall be the President of the London Metropolitan University Students' Union ('the Students' Union') elected in accordance with the Articles of Association and Byelaws of the Students' Union²⁸. The Student Governor shall cease to be a Governor if they cease to be the President of the Students' Union.
- 4.4.5. No person shall be appointed as an Academic Governor, Student Governor or Staff Governor unless and until his or her appointment has been confirmed by a resolution of the Board²⁹. 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 and disqualification, the requirements of charity law or company law, or other legal requirements.

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

- 4.5.1. A Governor (other than the Vice Chancellor and the President of the Students' Union, who serve ex officio) may resign from office subject to one months' notice to the Board³⁰. Notice of a Governor's resignation shall be sent to the Secretary.
- 4.5.2. The Board may remove the Academic Governor, the Staff Governor, the Student Governor or an Independent Governor by a resolution of a simple majority of the Independent Governors (provided that an Independent Governor who is the subject

²⁵ Articles of Association, Article 11.2.

²⁶ Articles of Association, Article 11.2 and Schedule 1 (definition of 'Academic Governor').

²⁷ Articles of Association, Article 11.2 and Schedule 1 (definition of 'Staff').

²⁸ Articles of Association, Article 11.2

²⁹ Articles of Association, Article 11.3

³⁰ Articles of Association, Schedule 4 para 3.3.7

of a resolution for removal shall be excluded from voting)³¹. Any resolution to remove a Governor shall be on the recommendation of the Governance Committee.

- 4.5.3. A Governor's term of office shall also cease in the circumstances specified in Schedule 4 para. 3 of the Articles (relating to Disqualification).
- 4.5.4. 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 or General Meetings, to vote on Board, Committee or General Meeting 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 Committee, which shall determine whether any further action should be taken.
- 4.5.5. The Senior Independent Governor may, at their discretion and following consultation with the Vice 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 or General Meetings, to vote on Board, Committee or General Meeting business, to receive meeting papers, or to perform any of the functions of the role of Chair, while they are suspended. The Board shall appoint a Vice Chair (or an Independent Governor, if there are no Independent Governors holding the office of Vice 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 Committee, which shall determine whether any further action should be taken.
- 4.5.6. Where a serious allegation of misconduct is received against a Co-opted Member of a Committee, the procedure in Regulation 4.5.4 shall also apply (substituting 'Co-opted Member' for 'Governor').

4.6. Duration and Term of Office

- 4.6.1. The Vice Chancellor and the President of the Students' Union serve ex officio and

³¹ Articles of Association, Schedule 4 para 3.3.12-3.3.13

remain Governors for the duration of their term of office³².

4.6.2. Other Governors shall hold office for three years from the date of their appointment and are eligible for re-appointment (or re-election, in the case of the Academic Governor and the Staff Governor) for two further terms of three years. A Governor who has served three terms may, exceptionally, be permitted by the Board to be re-appointed or re-elected for a further term (not exceeding one year) in the circumstances specified in Schedule 4 of the Articles³³.

4.6.3. Unless a different date of appointment is specified by the Board, the term of office of a Governor (other than the Vice Chancellor and the President 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 Financial Year which is their final year of office.

4.6.4. A person who has previously served the maximum term permitted for a Governor under Board Regulation 4.6.2 or the maximum term permitted to a Co-opted Committee Member under Board Regulation 3.11.5 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.

4.7. Governor induction, development and performance review

4.7.1. Governors shall be supported through induction and development activities in accordance with the Governor Induction and Development Policy and Procedure approved by the Board³⁴. The Secretary is responsible for implementation of the Policy and Procedure.

4.7.2. The Chair shall review the performance and developmental needs of Independent Governors on an annual basis and towards the end of an Independent Governor's term of office in accordance with the Process for Reviewing the Performance of Independent Members of the Board of Governors approved by the Board³⁵. The outcome of reviews shall inform the Governance Committee's recommendations to the Board regarding the re-appointment of Independent Governors.

4.7.3. The Senior Independent Governor shall review the performance and developmental needs of the Chair on an annual basis and towards the end of the Chair's term of office in accordance with the Process for Reviewing the Performance of

³² Articles of Association, Schedule 4 para 1

³³ Articles of Association, Schedule 4 para 1.1

³⁴ Approved by the Board 24 July 2014

³⁵ Approved by the Board 27 November 2014.

Independent Members of the Board of Governors approved by the Board³⁶. To inform the review, 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 inform the Governance Committee's recommendations to the Board regarding the re-appointment of the Chair.

4.7.4. 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 Independent Members of the Board of Governors approved by the Board. The outcome of reviews shall inform the Governance Committee's recommendations to the Board regarding the re-appointment of Co-opted Members.

4.8. Governor Benefits

4.8.1. For the purposes of this Regulation (and the Articles), 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 worth³⁷.

4.8.2. 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 Schedule 6 of the Articles³⁸.

4.8.3. A Governor shall only enter into a contract with the University to provide goods or services to the University in return for a Benefit if the conditions in Schedule 6 of the Articles are satisfied³⁹.

4.8.4. Governors do not receive remuneration for acting as Governors, and any decision by the Board to pay remuneration to Governors must be in accordance with Schedule 6 of the Articles.⁴⁰

4.8.5. Governors may claim reimbursement for reasonable and necessary expenses incurred in their service as Governors⁴¹ and should submit expenses claims to the Secretary in accordance with the University's procedure for expenses claims by staff. 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.

4.8.6. This section 4.8 shall also apply to Co-opted Members of Committees (substituting

³⁶ Approved by the Board 27 November 2014.

³⁷ Articles of Association, Schedule 1 (definition of 'Benefit').

³⁸ Articles of Association, Schedule 6 para. 1.

³⁹ Articles of Association, Schedule 6 para. 2.

⁴⁰ Articles of Association, Schedule 6 para. 3.

⁴¹ Articles of Association, Schedule 6 para. 1(b).

'Co-opted Member' for 'Governor' where appropriate).

4.9. Conflicts of Interest

- 4.9.1. 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 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.⁴²
- 4.9.2. A Conflict of Interest is any Interest of a Governor or Committee member (or any person Connected to a Governor or Committee member) that conflicts, or may conflict, with the interests of the University and includes a conflict of interest and duty and a conflict of duties.⁴³
- 4.9.3. The Secretary shall maintain a Register of Interests⁴⁴ 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.
- 4.9.4. The format of the Register of Interests shall be approved by the Governance Committee. The Register shall be available for public inspection according to procedures determined by the Secretary.
- 4.9.5. A Governor or Committee member has a duty to avoid a situation or matter (including a transaction or arrangement with the University) in which he or she has, or can 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

⁴² Articles of Association, Schedule 1 (definition of 'Connected Person').

⁴³ Articles of Association, Schedule 1 (definition of 'Conflict of Interest').

⁴⁴ Articles of Association, Schedule 7, para 6.

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 provided in accordance with the Charities Act 2011;
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) properly incurred in the management and administration of the University;
- (c) an indemnity by the University in accordance with Article 24;
- (d) payments to any company in which a Governor or Committee member has no more than a 1% shareholding;
- (e) any situation or matter or any transaction or arrangement which is authorised under Schedule 6 para. 4 or Schedule 7 para. 4 of the Articles.⁴⁵

4.9.6. Every Governor or Committee member has a duty to declare the nature and extent of any Interest which he or she (or any Connected Person) has 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.⁴⁶ 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.

4.9.7. Potential Conflicts of Interests declared by Governors or Committee members shall be managed in accordance with Schedule 7 of the Articles.⁴⁷ 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 him or her (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

⁴⁵ Articles of Association, Schedule 7 para. 3, Schedule 6 paras.1(a)-1(d)

⁴⁶ Articles of Association, Schedule 7 para. 1.

⁴⁷ Articles of Association, Schedule 7 para. 4.

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.

4.9.8. The chair of the meeting shall propose how the potential Conflict of Interest should be dealt with, taking into account the above considerations, 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.

4.9.9. Governors shall annually declare their other charity trusteeships to the Secretary by such method as the Secretary shall determine, and shall notify the Secretary of any changes. The Secretary shall publish details of Governors' other charity trusteeships in accordance with the requirements of Office for Students / HEFCE.

4.10. Governor Indemnity

4.10.1. The University shall indemnify current and former Governors and current and former Committee members against any liability incurred by them in that capacity to the extent permitted by the 2006 Act. The University shall maintain appropriate insurance in support of this obligation.⁴⁸

5. Academic

5.1. The Academic Board⁴⁹

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

⁴⁸ Articles of Association, Article 24.

⁴⁹ Articles of Association, Article 20.1.

and mission of the University. The Academic Board may delegate its responsibilities to subcommittees 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's terms of reference approved by the Board are in Appendix C.
- 5.1.4. The Board shall not make Regulations concerning the Academic Board (including Regulations relating to the nomination of the Academic Governor to the Board) unless the Academic Board has been consulted and the Academic Board's views have been considered by the Board.⁵⁰

5.2. Schools and departments

- 5.2.1. The creation, dissolution and merger of Schools of the University shall be subject to approval by the Board.
- 5.2.2. The Vice Chancellor shall determine the composition of the Schools and may approve changes to their internal structure and academic components, having first consulted with the Head of the relevant School.

5.3. Providing and admitting students to facilities for instruction, study, training and research

- 5.3.1. Student membership of the University shall be granted to those individuals who have been formally registered for an approved programme of study and who have paid or have had paid on their behalf or have made satisfactory arrangements to pay all due fees.
- 5.3.2. The relationship between the University and a student shall be governed by Academic Regulations and General Student Regulations approved by the Academic Board, and by the following documents which students are required to observe and abide by:
 - (a) The University's Articles of Association;
 - (b) Course and module regulations;
 - (c) Any other rules and regulations and policies (including, but not limited to, regulations and policies relating to the use of computer and library facilities, and international students) which the University makes for its students from time to

⁵⁰ Articles of Association, Article 25.2.

time and which are published on the University's website or prospectus or otherwise notified to students.

5.4. Student conduct, complaints and fitness to study

5.4.1. Students are expected:

- not to give or receive unpermitted aid in examinations;
- not to give or receive unpermitted aid in class work, in the preparation of essays, or coursework, or in any other work that is to be used as the basis of assessment;
- to respect all relevant academic conventions and practices;
- to respect and uphold the rights and dignity of others regardless of race, colour, national or ethnic origin, sex, age, disability, religion, sexual orientation, gender identity, or socio-economic status;
- to uphold the integrity of the University as a community of scholars in which freedom of speech within the law is available to all;
- to respect University policies as well as the law;
- not to interfere improperly (by act or omission) with the functioning or activities of the University, or of those who work or study in the University;
- not to do anything which damages the University or its reputation.

5.4.2. The Academic Board shall approve Student Conduct Regulations as part of the General Student Regulations, and procedures relating to the discipline of students in academic and non-academic matters, to ensure that acceptable standards are upheld.

5.4.3. The Academic Board shall approve Student Complaints Regulations as part of the General Student Regulations to ensure that issues of dissatisfaction by students are addressed.

5.4.4. The Academic Board shall approve Fitness to Study Regulations as part of the General Student Regulations to address medical, psychological, behavioural or emotional problems that may affect a student's fitness to study.

5.4.5. The Academic Board shall consider an annual report on student academic and non-academic discipline, academic appeals, complaints and fitness to study (including complaints to the Office of the Independent Adjudicator) and shall submit that report to the Board for consideration.

5.5. Termination of student registration

5.5.1. The Academic Regulations shall approve regulations providing for the suspension or termination of a student's registration through lack of academic

progress/engagement, misconduct or other good cause.

5.6. Programmes of study and research

5.6.1. The University shall offer programmes of study and research which are consistent with the University's Object and shall grant degrees, honorary degrees, diplomas, licences, certificates, credits, academic distinctions and awards to persons approved by the University.⁵¹

5.6.2. The Academic Board is responsible on behalf of the Board for approving award titles, programmes of study and research programmes leading to an award, and awarding degrees, diplomas, certificates and other academic distinctions (other than honorary awards).

5.7. Collaborative provision

5.7.1. The University may co-operate and collaborate with other institutions and may award joint degrees and other awards in conjunction with its partners.⁵² The approval of collaborative provision arrangements shall be subject to procedures approved by the Academic Board and the thresholds set in the Scheme of Delegation.

5.8. Founding and maintaining fellowships, scholarships, bursaries, prizes etc

5.8.1. The University may found or maintain fellowships, exhibitions, scholarships, bursaries, studentships, prizes and similar encouragements to academic work, which shall be subject to approval according to procedures approved by the Academic Board.⁵³

5.9. Honorary awards

5.9.1. The Board shall approve honorary awards on the recommendation of the Governance Committee in accordance with the Conferment Policy and Procedure approved by the Governance Committee.

5.9.2. The University has two honorary awards:

- (a) Honorary doctorates for outstanding contributions to particular fields of academic or professional endeavour;
- (b) Honorary fellowships for exceptional accomplishments that reflect the ethos and values important to the University and its community.

5.9.3. The following awards may be conferred as honorary awards:

⁵¹ Articles of Association, Schedule 2 para. 3.

⁵² Articles of Association, Schedule 2 para. 4.

⁵³ Articles of Association, Schedule 2 para. 12.

Doctor of Laws (LLD)
Doctor of Letters (DLitt)
Doctor of Philosophy (DPhil)
Doctor of Science (DSc)
Doctor of Technology (DTech)
Doctor of Business Administration (DBA)
Honorary Fellow

- 5.9.4. Once an honorary award has been approved by the Board, the conferral of the award shall take place at a location and date determined by the Vice Chancellor in consultation with the intended recipient of the award. Awards are normally conferred at the University's graduation ceremonies unless other arrangements are approved by the Vice Chancellor.
- 5.9.5. On the recommendation of the Governance Committee, the Board may revoke an honorary award which has been awarded in error or as a result of false pretences, or where the recipient of the award is considered to have acted in a manner which is contrary to the values of the University.

5.10. Freedom of Speech

- 5.10.1. 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.

5.11. Policy Framework

- 5.11.1. There shall be a Policy Framework Regulation, approved by the Board on the recommendation of the Governance Committee, which will govern the arrangements for issuing policies and procedures in the University.
- 5.11.2. The Board and the Vice Chancellor may issue policies and procedures in accordance with the Policy Framework Regulation. 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 London Metropolitan University 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.

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. The Board shall appoint an Independent Governor to act as a trustee of the Students' Union in accordance with the Students' Union's Articles of Association.

6.1.6. 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. The following financial matters are reserved to the Board under the Articles and cannot be delegated:⁵⁴

- (a) Approving annual estimates of income and expenditure of the University (i.e. the annual budget);
- (b) Ensuring the solvency of the University and the safeguarding of its assets;
- (c) Recommending the annual accounts to a General Meeting of the Members of the University;
- (d) Authorising expenditure or the disposal of any assets of the University, except within limits of authority delegated by the Board to individuals or bodies;
- (e) Setting the policy for pay and general conditions of employment of all members of Staff.

⁵⁴ Articles of Association, Schedule 3.

- 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 are established in its terms of reference and in the Scheme of Delegation. The Scheme of Delegation also sets out the limits of authority delegated by the Board to Committees and the Senior Staff for the approval of acquisitions, disposals and expenditure.
- 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/ HEFCE and other bodies which may provide funding;
 - (b) be compliant with all established legal requirements as from time to time in force, including (but not limited to) the 2006 Act;
 - (c) be consistent with the University's status as a charity and a company; and
 - (d) reflect and keep abreast of contemporary good practice across the Higher Education sector.
- 7.1.4. The Chief Financial Officer shall issue Financial Procedures to give effect to the requirements of the Financial Regulations.

7.2. Establishing subsidiaries

- 7.2.1. The University may establish and wind up subsidiary companies and joint ventures⁵⁵, 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, the Secretary, the Chief Operating Officer, the Chief Financial Officer, the Pro Vice Chancellor Academic Outcomes and the Pro Vice Chancellor Employment Outcomes 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. The Vice Chancellor may delegate the authority to sign agreements to other Staff; the Secretary shall maintain a register of Staff who are given delegated authority to sign agreements.

⁵⁵ Articles of Association, Schedule 2 para 6.

7.4. Auditors and the Audit Committee

- 7.4.1. The annual General Meeting of the University shall appoint external auditors and set their remuneration on the recommendation of the Audit Committee.
- 7.4.2. The Audit 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 Committee in accordance with the requirements of Office for Students/HEFCE.

8. Staff

8.1. The Senior Staff

- 8.1.1. The Senior Staff of the University are defined in the Articles as the Vice Chancellor, the Deputy Vice Chancellor, the Deputy Chief Executive, the Director of Finance and the Secretary. The Board may designate other Staff as Senior Staff through amendments to these Regulations. Commencing from 5 February 2019, the Senior Staff shall comprise the Vice-Chancellor, the Secretary, the Chief Operating Officer, the Chief Financial Officer, the Deputy Vice-Chancellor and the Pro Vice-Chancellors.
- 8.1.2. The Senior Staff have a right to appeal to the Board against their suspension, discipline and dismissal. Appeals may only be heard by the Independent Governors.⁵⁶ The procedure for the consideration of appeals shall be set out in Human Resources Regulations approved by the Board.
- 8.1.3. 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 other than the Vice Chancellor. The Senior Staff shall be appointed on such terms and conditions of employment and with such functions and responsibilities as the Finance and Resources Committee may determine in respect of each such appointment.⁵⁷
- 8.1.4. The Board shall approve Human Resources Regulations governing the appointment of the Senior Staff.

8.2. Appointment of the Chancellor

- 8.2.1. The Board is empowered (although not required) 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

⁵⁶ Articles of Association, Schedule 3, paras. 3, 4.1-4.2.

⁵⁷ Articles of Association, Articles 18.4, 19.4.

any Benefit for acting (except reimbursement of his or her expenses).⁵⁸

8.3. Appointment of the Vice Chancellor

8.3.1. The Board shall appoint a Vice Chancellor as chief executive 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 Vice Chancellor may only be exercised by the Independent Governors and may not be delegated.⁵⁹

8.3.2. The Board shall approve Human Resources Regulations setting out the procedure for the appointment of the Vice Chancellor.

8.4. Appointment of the Secretary

8.4.1. 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 Independent Governors and may not be delegated.⁶⁰

8.4.2. The Board shall approve Human Resources Regulations setting out the procedure for the appointment of the Secretary.

8.5. Staff procedures and Human Resources Regulations

8.5.1. Subject to the Articles and Regulations, the Vice Chancellor shall have the power to appoint all Staff with the exception of Senior Staff, who shall be appointed in accordance with Regulations 8.1.3 and 8.1.4.⁶¹

8.5.2. The Vice Chancellor has the power to appraise, promote, suspend, discipline or dismiss all Staff, subject to the Articles and Regulations approved by the Board, and the right of Senior Staff to appeal to the Board under Regulation 8.1.2.⁶²

8.5.3. Following consultation with Staff (including recognised staff trade unions), the Board may approve Human Resources Regulations 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. Until Human Resources Regulations are approved, the provisions of Articles 46-63 of the University's previous Articles of Association (superseded on 1 August 2014) remain in force.⁶³

8.5.4. The Board shall approve the policy for pay and general conditions of employment for the Staff through Human Resources Regulations and policies approved by the

⁵⁸ Articles of Association, Articles 18.1

⁵⁹ Articles of Association, Article 18.2 ; Schedule 3 paras. 3, 4.1.

⁶⁰ Articles of Association, Article 18.2 ; Schedule 3 paras. 3, 4.1.

⁶¹ Articles of Association, Article 19.3

⁶² Articles of Association, Article 19.2.

⁶³ Articles of Association, Article 19.1

Board.⁶⁴

8.5.5. Human Resources Regulations under these Board Regulations shall be approved by the Board on the recommendation of the Finance and Resources Committee, following consultation as indicated in Board Regulation 8.5.3. In making Human Resources Regulations, 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.⁶⁵

APPENDIX A: Statement of Primary Responsibilities of the Board of Governors

APPENDIX B: Scheme of Delegation

APPENDIX C: Regulations pertaining to the Academic Board (Terms of Reference)

⁶⁴ Articles of Association, Schedule 3 para 1.8

⁶⁵ Articles of Association, Article 19.5