

ARTICLES OF GOVERNMENT FOR KINGSTON UNIVERSITY HIGHER EDUCATION CORPORATION

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, Kingston University Higher Education Corporation makes the following Articles of Government in accordance with which the Kingston University shall be conducted:

1. INTERPRETATION

- 1.1 In these Articles, words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government dated 25th November 2021.

2. CONDUCT OF THE UNIVERSITY

- 2.1 The University shall be conducted in accordance with the provisions of the Education Reform Act 1988 (as amended), the Higher Education and Research Act 2017, the Instrument of Government, these Articles and any Regulations made under these Articles.

3. POWERS OF THE UNIVERSITY

- 3.1 The University shall, without limitation, have the power to do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of any of its Principal Powers (as set out in the Instrument of Government). In particular, the University has the power, so far as permitted by charity law, to:-
 - 3.1.1 award degrees and other academic awards (pursuant to an order granted under Section 76 of the Further and Higher Education Act 1992) and to withdraw such awards;
 - 3.1.2 acquire, own, lease, maintain, manage and dispose of land and other property;
 - 3.1.3 solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;
 - 3.1.4 borrow or raise funds and in connection with the borrowing or raising of such funds to give security, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;
 - 3.1.5 invest;
 - 3.1.6 solicit, receive and administer fees, charges, grants, subscriptions, donations; endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income;
 - 3.1.7 act as trustee or manager for and in relation to endowments, legacies and gifts;
 - 3.1.8 give guarantees;
 - 3.1.9 co-operate, collaborate or enter into any arrangement with other institutions and individuals, award joint degrees or other awards, and affiliate or incorporate into the University any other body or organisation and take over its property, rights, liabilities and staff or merge;
 - 3.1.10 engage with the public and private sector to advance education, training or retraining and to promote research;
 - 3.1.11 establish or acquire subsidiary undertakings;

- 3.1.12 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 3.1.13 employ and remunerate such staff as are necessary for carrying out the work of the University;
- 3.1.14 make and publish regulations and procedures for the governance and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient; and
- 3.1.15 provide indemnity insurance for the members of the Board of Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

4. **RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR, CLERK, ACADEMIC COUNCIL AND CHANCELLOR**

The Board of Governors

- 4.1 The Board of Governors (the members of which are the charity trustees of the University) shall be responsible for:
 - 4.1.1 the determination of the educational character and mission of the University and for oversight of all of its activities;
 - 4.1.2 the financial sustainability and viability of the University including approving the annual budget and financial forecast and the annual statement of income and expenditure;
 - 4.1.3 the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
 - 4.1.4 upholding the Regulator's public interest governance principles and complying with its conditions of registration and any other requirements of the Regulator and its other regulators;
 - 4.1.5 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
 - 4.1.6 the assignment of the Vice-Chancellor and the University Clerk;
 - 4.1.7 the appraisal of the Vice-Chancellor; and
 - 4.1.8 setting a framework for the pay and conditions of service of all other staff.

The Vice-Chancellor

- 4.2 Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the chief executive of the University, the chair of the Academic Council and the accountable officer to the Regulator, and shall be responsible for:
 - 4.2.1 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;
 - 4.2.2 the organisation, direction, and management of the University and leadership of the staff;
 - 4.2.3 the assignment and appraisal of holders of senior posts other than the Clerk;
 - 4.2.4 the appraisal of the Clerk in conjunction with the Chair of the Board of Governors;

- 4.2.5 the appointment, assignment, grading, appraisal, 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 holders of senior posts;
- 4.2.6 the determination, after consultation with the Academic Council, of the University's academic activities and for the determination of its other activities;
- 4.2.7 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; and
- 4.2.8 the maintenance of student discipline and within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

The University Clerk

- 4.3 The Board of Governors shall appoint a University Clerk whose duties will include serving as secretary to the Board of Governors.

The Academic Council

- 4.4 There shall be an Academic Council of the University which shall, subject to the control and approval of the Board of Governors, 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.
- 4.5 The Board of Governors shall receive and test assurance from the Academic Council that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective. The Academic Council shall provide to the Board of Governors such academic assurance as it may require from time to time.
- 4.6 The membership and powers of the Academic Council shall be prescribed in Regulations.

The Chancellor

- 4.7 The Board of Governors may appoint a Chancellor of the University who shall be the ceremonial head of the University and with such responsibilities as may be prescribed by the Board of Governors in Regulations.
- 4.8 The Board of Governors may also appoint one or more Pro Chancellors, with such responsibilities as it may prescribe in Regulations.

5. DELEGATION

- 5.1 Subject to Article 5.2 below, the Board of Governors may delegate any of its powers, functions or duties to any person, committee or body. Any committee or body established by the Board of Governors may include persons who are not members of the Board of Governors.
- 5.2 The Board of Governors shall not delegate responsibility for:
 - 5.2.1 the determination of the educational character and mission of the University;
 - 5.2.2 the appointment or dismissal of the Vice-Chancellor;
 - 5.2.3 the approval of the University's mission and strategic plan;

- 5.2.4 the amending or revoking of these Articles or the Instrument of Government;
 - 5.2.5 making, amending or revoking of any of the Regulations; and
 - 5.2.6 the approval of the University's financial forecasts, annual budget and the annual statement of income and expenditure and ensuring the solvency of the University and safeguarding its assets.
- 5.3 The Board of Governors may revoke or alter a delegation.

6. PROCEDURES FOR MEETINGS

- 6.1 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.
- 6.2 Members of the Board of Governors shall declare any conflicts of interest.
- 6.3 The Board of Governors shall make Regulations for the appointment of officers who shall include a Chair and Vice Chair, to be appointed from among the Independent Members, and for the appointment of members.
- 6.4 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.
- 6.5 A meeting of the Board of Governors may be held by any suitable electronic means (for example by telephone or video conference) through which each participant may communicate with all the other participants.
- 6.6 Questions arising at a meeting of the Board of Governors shall be decided by a majority of votes, with the exception of the following matters, which require the agreement of at least 75% of the members of the Board of Governors in attendance at such meeting:
 - 6.6.1 any amendment to the Instrument of Government or these Articles.
- 6.7 A resolution in writing or in electronic form agreed by all members of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, provided that the proposed resolution is sent to every member of the Board of Governors and a simple majority (or such higher proportion as prescribed in the Regulations or section 6.6 above) of the members signify their agreement to the proposed resolution within a date to be set out in the agreed form resolution which shall be no less than 7 and no more than 28 days of the date of its circulation.
- 6.8 Procedures for meetings of the Academic Council and of committees of the Board of Governors or Academic Council and procedures in relation to the appointment of members of the Board of Governors to these committees shall be set out in the Regulations.

7. APPOINTMENT AND PROMOTION OF STAFF

- 7.1 Each member of staff shall serve under a contract of employment with the Corporation.
- 7.2 Upon the occurrence of a vacancy or expected vacancy of the post of Vice-Chancellor, the post shall be advertised nationally.

8. **CONDUCT OF STAFF**

- 8.1 After consultation with the staff, the Board of Governors shall make rules relating to the conduct of the staff.
- 8.2 In making rules under Article 8.1 above, 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.

9. **STAFF DISCIPLINE, DISMISSAL, SUSPENSION AND GRIEVANCES**

- 9.1 The Board of Governors shall ensure that there are procedures for the discipline, dismissal, suspension and hearing of grievances of Staff, senior postholders, the Vice-Chancellor and the Clerk.
- 9.14 The University shall approve and regularly review its policies and procedures for the dismissal and appeals processes relating to members of staff.

10. **STUDENTS**

- 10.1 The Board of Governors shall oversee procedures for the admission, suspension and expulsion of Students, and for dealing with student complaints and academic appeals.

11. **STUDENTS' UNION**

- 11.1 There shall be a Students' Union of the University and the University shall take steps to ensure that the Students' Union:-
 - 11.1.1 acts fairly and democratically; and
 - 11.1.2 is accountable for its finances.

12. **FREEDOM OF SPEECH**

- 12.1 The University shall take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

13. **PREVENT**

- 13.1 In compliance with section 26 of the Counter-Terrorism and Security Act 2015 (as updated/superseded from time to time) the University shall have "due regard to the need to prevent people from being drawn into terrorism" in the exercise of its functions.
- 13.2 The University shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the University with respect to meetings and other activities held on the premises of the University and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

14. **EQUALITY**

- 14.1 The University is committed to improving equality of opportunity for all University members and for students from all backgrounds to access, succeed in and progress from higher education.

- 14.2 The Board of Governors has overall responsibility for ensuring that the University complies with the requirements of the Equality Act 2010 (as amended or superseded from time to time).

15. **FINANCIAL MATTERS**

- 15.1 The Board of Governors shall:

- 15.1.1 keep accounts and records in accordance with any applicable financial accounting frameworks and any requirements of the Regulator;
- 15.1.2 approve appropriate tuition fees; and
- 15.1.3 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.

16. **REGULATIONS**

- 16.1 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.

17. **AMENDMENT, REPLACEMENT OR REVOCATION OF ARTICLES**

- 17.1 These Articles may be amended, replaced or revoked by the Board of Governors in accordance with Article 6.6 provided that the changes would not result in the University ceasing to be a charity.