



Board of Directors Regulations

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Introduction

The purpose of the Board of Directors regulations ("the Regulations") is to set out the arrangements for governance and management of the University of Cumbria and for the conduct of its business.

The Regulations shall reflect the requirements upon the University as set out in its Articles of Association ("the Articles") and those of its regulating bodies including the Office for Students and the Charity Commission as well as for good governance as set out by the Committee of University Chairs.

Where there is a conflict between the Articles of Association and the Regulations then the Articles shall take precedence and the Regulations should be amended at the earliest opportunity.

The University of Cumbria is a company limited by Guarantee and not having share capital registered number 06033238. The University is also an exempt Charity pursuant to Schedule 3 of the Charities Act 2011.

The following Regulations were made by the Board of Directors in accordance with Article 26 of the University of Cumbria Articles of Association and are subject to the provisions of the University of Cumbria Articles of Association, which came into effect in February 2016, from time to time.

Words and expressions defined in the Articles of Association shall have the same meaning in these University Regulations.

Regulation 1: Board of Directors

Regulation 1.1: Membership of the Board of Directors (Article 5)

- 1.1.1. The membership of the University Board of Directors shall be as defined in the Articles of Association, para.5.2.

Regulation 1.2: Appointment and removal of Directors, and terms of office (Articles 5 and 6)

- 1.2.1. The appointment of Directors to the Board of Directors is to be overseen by the Nominations Committee, whose role is to make recommendations to the Board of Directors.
- 1.2.2. The Board of Directors, on the recommendation of the University's nominations committee "Nominations Committee") and in accordance with the provisions of the Articles of Association, shall from time to time make arrangements for the recruitment, selection and appointment of Independent Directors of the Board of Directors.
- 1.2.3. The Nominations Committee shall ensure that the persons or bodies having power to appoint Church Directors shall, in making such appointments, have regard to any criteria for the appointment of directors which may be approved by the University from time to time.
- 1.2.4. The Board of Directors shall from time to time make arrangements for the appointment of a Staff Director, via an open election process from amongst the University staff body and overseen by the Secretary to the Board of Directors.

- 1.2.5. The initial term of office of each Director other than ex-officio Directors, the Vice Chancellor, the Bishop of Carlisle or nominee, and the student director, shall be three years. Directors are eligible for reappointment or election (as the case may be) for a further two terms of a maximum of three years, as outlined in Article 6.3.
- 1.2.6. The person holding the office of Vice Chancellor shall remain a Director so long as they hold the office of Vice Chancellor. The student director shall hold office for up to a maximum of two years in accordance with agreed procedures and shall not be eligible to be reappointed.
- 1.2.7. A Director shall cease to be a Director if he/she resigns their office as Director by notice in writing to the Secretary to the Board of Directors; such resignation shall be effective from the date of receipt of the notice or date of resignation specified therein, whichever shall be the later.
- 1.2.8. The Board of Directors may by notice in writing remove any Director or member of a committee who the Board of Directors is satisfied is unable or unfit to discharge the functions of a Director or committee member, in line with the provisions made in Article 6.7.
- 1.2.9. The Secretary to the Board of Directors may, with agreement from the Chair of the Board of Directors, suspend any Director other than ex-officio Directors pending an investigation should concerns about their eligibility to remain a Director arise; any such concerns include any breach of the Code of Conduct and would be without prejudice. If such concerns relate to the Chair, then the Vice Chair will take the decision in liaison with the Chair of Audit and Risk Committee and the Secretary.
- 1.2.10. If concerns about the eligibility of the student director to continue as a Director arise, the Student Director's employer will be alerted to take forward any investigation, however they can be suspended from the Board in the same way as other Directors pending the outcome of any such investigation.
- 1.2.11. The determination of policy, procedures, rates and conditions in respect of any allowances to be paid to Directors, shall be in line with the provisions made in Article 27.

Regulation 1.3: Chair of the Board of Directors (Article 7)

- 1.3.1. The Board of Directors shall, in accordance with the provisions of the Articles of Association, make appointment of a Director (not being an employee of or student at the University) to be Chair of the Board of Directors and a Director to be Vice-Chair of the Board of Directors.
- 1.3.2. Either the Chair or Vice Chair but not both shall be drawn from the body of church directors, Where, in the opinion of the Board of Directors, this is not possible or appropriate the Board of Directors shall appoint in consultation with the Chancellor, the most appropriate Director to be Chair and/or Vice Chair.).
- 1.3.3. If both the Chair and Vice-Chair are absent or unable or unwilling to preside at a meeting of the Board, the Directors present may appoint one of their number to chair the meeting.

Regulation 1.4: Proceedings at the Board of Directors (Article 10)

- 1.4.1. The Board of Directors may regulate its meetings as the Directors shall from time to time think fit, but shall meet not less than four times in every year.
- 1.4.2. Papers for the meetings of the Board of Directors should be circulated to members no

fewer than seven days before the date of the meeting. The Secretary shall have discretion to send out limited numbers of late papers if this is unavoidable.

- 1.4.3. The names of members present at a meeting of the Board of Directors or of a committee, and the names of all others in attendance at such meetings, shall form part of the record.
- 1.4.4. The quorum for meetings of the Board of Directors shall be seven Directors, of whom not less than five shall be Directors who are neither members of staff or students of the University. No business shall be transacted at any meeting of the Board of Directors unless a quorum is present.
- 1.4.5. Meetings of committees shall be quorate according to quoracy as agreed by the Board of Directors as it shall from time to time determine and recorded on approved Terms of Reference.
- 1.4.6. If in the course of a meeting the Chair declares that there is not a quorum present, the meeting shall stand adjourned. The consideration of any business not transacted shall be adjourned to a time fixed by the Chair at the time the meeting is adjourned or, if no such time is fixed, to the next ordinary meeting.
- 1.4.7. All or any Directors may participate in a meeting of the Board of Directors or committee of the Board of Directors by means of telephone, virtually or other communication equipment which allows all persons participating in the meeting to communicate simultaneously with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair is.
- 1.4.8. The Directors may act as the Board of Directors notwithstanding any vacancy in their body
- 1.4.9. Any meeting of the Board of Directors may be adjourned by a resolution of the Directors at the meeting, notwithstanding that a quorum may be present. In these cases, the consideration of business not transacted shall be adjourned to a new meeting in accordance with Regulation 1.4.6 or if no such meeting is arranged, to the next ordinary meeting. Any business conducted when a quorum was present shall stand.
- 1.4.10. The Secretary, on the requisition of the Chair or of any five or more of the Directors, shall summon special meetings of the Board of Directors by giving to them personally or by word of mouth or by sending a notice by post, or electronic communication to every Director at his usual residential address (or other address nominated by the Director and notified to the Secretary) so that in the ordinary course of the post such notice would be received not less than seven clear days before the day for which the meeting is summoned except where the Chair or in their absence the Vice-Chair has deemed shorter notice to be necessary. Every notice of meeting shall state the time, date and place for such meeting and the business to be considered at such meeting. It shall not be necessary to give notice of a meeting of the Board of Directors to any Director to an address outside the United Kingdom.
- 1.4.11. All acts done by any meeting of the Board of Directors or of a Committee of the Board of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as Director or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 1.4.12. Questions arising at a meeting shall be determined by a majority of votes of the Directors present and voting and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 1.4.13. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board of Directors or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said Directors or the said members of such Committee), or a resolution to which every such Director or every such member of a Committee has signified his approval in writing or by electronic transmission, shall be as valid and effective as if it had been passed at a meeting of the Board of Directors or of such Committee (as the case may be) duly called and constituted.
- 1.4.14. Any resolution of the Board of Directors may be rescinded or varied at any subsequent meeting of the Board of Directors if notice of the proposal to rescind or vary the resolution has been given and if the subject matter of the resolution (and any proposed variation) appears in the notice of such meeting.
- 1.4.15. Directors shall not be bound in their speaking and voting at meetings of the Board of Directors by instructions given to them by other persons or bodies.

Regulation 1.5: Committees and the role of Associate Directors

- 1.5.1. The Board of Directors may establish such committees as it shall from time to time think fit. It has established:
- A Finance and Resources Committee to determine, or advise on, matters including those relating to finance, the estate and information technology;
 - An Audit and Risk Committee;
 - A People Performance and Culture Committee to determine, or advise on, matters relating to human resources, health and safety, and equality, diversity and inclusion.
 - An Academic Strategy and Governance Committee to advise on academic matters.
 - A Nominations Committee to recommend persons who may be co-opted to membership of the University Board;
 - A Remuneration Committee to determine the pay and conditions of service of holders of Senior Posts;
- 1.5.2. The membership and terms of reference of such committees shall be approved by the Board of Directors and shall be reviewed from time to time. A review of membership of committees shall take place after each reconstitution of the University Board.
- 1.5.3. Employees of the University, other than the Vice Chancellor, and Staff Director, may not be members of committees established by the University Board, but may attend meetings as agreed by the Chair.
- 1.5.4. Subject to the approval of the University Board, and to the provisions of the terms of reference, a committee may co-opt one or more individuals (who need not be Directors) to membership of that committee; such co-optees shall be referred to as Associate Directors.
- 1.5.5. Appointment, removal and terms of office of Associate Directors as the same as those for Directors. Time served as an Associate Director does not preclude appointment as a Director.

- 1.5.6. Responsibilities of Associate Directors are as Directors with respect to the role on the Committee of which they are a member, other than that they do not hold the legal responsibilities in relation to the Company or the Exempt Charity.
- 1.5.7. The extent of delegation to committees, the Chair of the University Board and the Vice Chancellor shall be determined by the Board of Directors from time to time. It shall be the duty of the Secretary to maintain a current record of these matters.
- 1.5.8. The Chair of each committee shall be determined by the University Board. The term of office of such Chairs shall be three years unless otherwise determined by the University Board, and shall normally be renewable once.
- 1.5.9. If the appointed Chair of a committee is unable to attend and no Deputy Chair has previously been agreed, the meeting shall as its first item of business appoint a Chair, who shall be a Director of the University, not being an employee or student.
- 1.5.10. Meetings of committees shall be quorate according to quoracy as agreed by the Board of Directors, and as documented in each committee's terms of reference. If a meeting is not quorate it should not proceed, in line with the arrangements for the Board of Directors.
- 1.5.11. The timetable of meetings of the University Board Sub-Committees shall be approved by the University Board; the number of meetings that each committee holds shall be recorded in that committee's terms of reference.
- 1.5.12. Members of committees shall abide by the University Board Code of Conduct in relation to confidential items.
- 1.5.13. If the Vice Chancellor is unable to attend a meeting of a committee at which they expected to be in attendance, they shall be represented by one or more other member(s) of the University Executive, as appropriate.

Regulation 1.6: Conflicts of Interests (Article 14)

- 1.6.1. It shall be open to Directors to declare in a meeting an interest relating to a particular item of business. As required under Article 14, if that interest is a pecuniary, family or other personal interest, the Director concerned shall take no part in the consideration of the matter and shall be required to withdraw while it is under consideration.
- 1.6.2. If necessary the Chair or in their absence the Vice Chair, shall determine whether or not there is a conflict of interest for any Director at a particular time. In the case that the Chair or Vice Chair's interests are to be considered and the other one of them is absent, a Chair of a Committee of the Board of Directors shall determine the matter.
- 1.6.3. Directors shall withdraw from the meeting room if there is discussion of any matter which directly concerns their own individual position, other than where proposals for the insurance of members of the Board of Directors against liabilities are being discussed.
- 1.6.4. Unless invited by a resolution of the other Directors present at the meeting to remain, a Staff Director shall withdraw from that part of any meeting of the Board of Directors or a committee of the Board of Directors at which:
 - there is consideration of the appointment or promotion of a person to a post senior to that which is held by that Director or consideration of the suspension, dismissal or retirement of a person holding such a post;

- there is a consideration of the Director's own suspension, dismissal or retirement;
 - there is the consideration of the appointment of a successor to that Director who has been given notice of the termination of his or her contract of employment.
- 1.6.5. Any Student Director shall withdraw from that part of any meeting of the Board of Directors or of any committee of the Board of Directors at which there is consideration of any matter concerning an individual or prospective member of Staff or individual Student or prospective Student.
- 1.6.6. Directors shall complete on an annual basis a Register of Interests which shall be maintained by the Secretary to the Board of Directors and shall be made available for inspection on request by any Director, any member of Staff, any Student or any member of the public.

Regulation 1.7: Pubic Access to University Board Business

- 1.7.1. Meetings of the University Board and its committees shall not be open to the press or public, or to other members of the University save by invitation.
- 1.7.2. For the avoidance of doubt, any question whether any person who is not a member or the Secretary shall be allowed to attend any meeting shall be determined by the Chair of the body in question.

Regulation 1.8: Notice of motion

- 1.8.1. The agenda for any meeting shall indicate clearly which items are for approval (and hence resolution) and which items are for consultation or report.
- 1.8.2. Directors may give notice of a motion in writing, at least ten days before the next meeting of the Board of Directors, in which case the Secretary shall include the motion and the name of its proposer on the agenda paper. The Chair shall also have discretion to accept motions (and amendments thereto) made at a meeting.
- 1.8.3. No motion (or amendment) shall be considered at a meeting unless it is seconded. Any motion (or amendment) may be withdrawn without notice.

Regulation 1.9: Rules of debate

- 1.9.1. The Chair of any meeting shall conduct the meeting in such manner as he/she considers is most convenient and conducive to the dispatch of the business before the meeting.
- 1.9.2. It shall be for the Chair of any meeting to determine who shall be called to speak and in what order, and if necessary at what length. Motions shall normally be considered in the order in which they appear on the agenda paper, subject to any proposals for amendment.
- 1.9.3. Any meeting may be adjourned by resolution.

Regulation 1.10: Voting

- 1.10.1. Every question to be decided at a meeting of the University Board or of a committee shall be determined by a majority of the votes of the members present, eligible to vote and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

- 1.10.2. It shall be within the discretion of the Chair to determine whether a matter may be decided by oral expression or whether a show of hands is required. If an amendment to a motion is proposed and seconded, a decision on it shall be taken before the substantive motion.
- 1.10.3. If there is a contested vote, the votes cast for and against the motion shall be recorded in the minutes of the meeting. Individual members may request that their dissent be recorded.

Regulation 1.11: Minutes

- 1.11.1. The minutes of the proceedings of meetings of the Board of Directors or any committee shall be the responsibility of the Secretary, except that the Chair shall arrange for the preparation of a minute of any item of business during consideration of which the Secretary has withdrawn from the meeting.
- 1.11.2. Separate confidential minutes shall be taken of those parts of meetings from which staff or student members have withdrawn or could have been required to withdraw; and also of items which the Board of Directors or the committee has determined for good reason to classify as confidential.
- 1.11.3. The minutes of the Board of Directors and all committees, including any confidential minutes, shall be retained in electronic storage relating to those bodies.
- 1.11.4. Save in exceptional circumstances the minutes of a meeting of any committee (except the Remuneration Committee which shall provide the Board of Directors with an appropriate report) shall be reported to the next meeting of the University Board.
- 1.11.5. At every meeting of the Board of Directors or any committee the minutes of the last meeting thereof shall be taken as the first substantive item (except for matters of membership and in cases where the meeting decides otherwise), and if agreed to be accurate shall be minuted as being a true record. Members who were not present at the meeting of which the minutes are under consideration shall not participate in the discussion and decision as to the accuracy of those minutes.
- 1.11.6. The minutes of a committee shall be presented to the Board of Directors by the Chair of the committee, or in his/her absence by some other Director who was present at the meeting of the committee or who shall otherwise be called on by the Chair to do so.
- 1.11.7. The confirmed minutes of meetings of the Board of Directors will be published on the University website, except for those minutes deemed reserved and confidential under the Freedom of Information Act 2000.

Regulation 2: General Meetings (Articles 11, 12, 13)

Regulation 2.1. Notices of General Meetings

- 2.1.1. A notice may be given by the Directors or the Chair to any Member:
 - a. personally;
 - b. by post to the Member's address provided to the Secretary;
 - c. to a UK address provided by the Member if they have no UK residential address; or
 - d. by email to an address provided by the Member.

A notice sent by post is deemed served 24 hours after posting, if properly addressed, prepaid, and posted; a notice sent by email is deemed served when sent.

- 2.1.2. Right to Appoint a Proxy. Every Member entitled to attend and vote at a General Meeting of the University may appoint another person as their proxy to attend, speak, and vote at that meeting on their behalf, in accordance with section 324 of the Companies Act 2006. A Member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different membership interest or entitlement held by that Member.
- 2.1.3. Every notice convening a General Meeting shall include a statement informing Members of their right to appoint a proxy under regulation 2.1.2 above, in accordance with section 325 of the Companies Act 2006.
- 2.1.4. A proxy notice shall be in writing and shall be delivered to the University in such form and by such means as the University may from time to time prescribe, including by electronic communication where permitted.
- 2.1.5. An Annual General Meeting or a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing. All other general meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be given to all Members, Directors and Auditors.
- 2.1.6. In the case of a special meeting, no business shall be transacted at the meeting other than that specified in the agenda. If a special meeting is called by request of at least five Directors, their names shall be specified in the notice of meeting.

Regulation 2.2. Proceedings at general meetings

- 2.2.1. All business shall be deemed special that is transacted at a general meeting with the exception of the consideration of the accounts and the reports of the Board of Directors and the Auditors and the appointment of, and the fixing of the remuneration, if any, of the Auditors.
- 2.2.2. If within an hour from the time appointed for a meeting a quorum is not present, the meeting shall be cancelled and the Secretary shall by notice in accordance with Regulations summon a new meeting.
- 2.2.3. No business shall be transacted at any General Meeting unless a quorum of members is present save that notwithstanding that no quorum is present the Members present at any General Meeting may elect a person to act as Chair in accordance with Regulation 1.3 and to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.
- 2.2.4. The Chair of the Board of Directors shall chair every General Meeting of the University, or, if the Chair shall not be present in person within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair, if any, of the Board of Directors shall if present and willing to act preside, failing which the Directors present shall elect one of their number to be Chair of the General Meeting not being a member of the Staff or a Student.
- 2.2.5. The Chair of any General Meeting may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than two clear days' notice must be given of the resumption of any adjourned meeting. When a meeting is adjourned for 30 days or more a new notice of meeting shall be given in respect of the adjourned meeting in such manner as is required by

Regulation 2.1.

- 2.2.6. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or, in the case of a meeting conducted by conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other, by oral assent. A declaration by the Chair of the meeting that a resolution has on a show of hands or by oral assent been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the formal minute of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2.2.7. Every Director shall have one vote at any General Meeting. In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.
- 2.2.8. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every such Member has signified his approval in writing or by electronic communication, shall be as valid and effective as if it had been passed at a General Meeting of the University duly called and constituted.

Regulation 3: Duties and Responsibilities of the Vice-Chancellor: (Articles 15, 19)

Subject to **Article 15**, the duties and responsibilities of the Vice-Chancellor shall include the following:

- 3.1. making proposals to the Board of Directors about the educational character and Objects of the University and for implementing the decisions of the Board of Directors in this respect;
- 3.2. the organisation, direction and management of the University and leadership of the Staff;
- 3.3. the implementation of decisions of the Board of Directors and others to whom authority has been delegated;
- 3.4. acting as the Chief Executive Officer for the University and Accountable Officer for OfS purposes;
- 3.5. the assignment of the duties of Senior Postholders other than the Vice-Chancellor;
- 3.6. the appointment, appraisal, grading, assignment, promotion, discipline, suspension and dismissal, and appeals thereon, within the framework set by the Board of Directors as outlined in the Scheme of Delegation approved from time to time, of members of the Staff other than the Senior Postholders;
- 3.7. the determination (within the policy set by the Board of Directors) of the pay and conditions of employment of the Staff other than the Senior Postholders;
- 3.8. the appraisal of other members of the Senior Management Team and the initiation of any resulting action that may be needed;
- 3.9. the determination, having regard to the educational objectives of the University after consultation with the Academic Board and after giving due regard to its views, of the University's academic activities and other activities of the University;

- 3.10. preparing annual estimates of income and expenditure for consideration by the Board of Directors and for the management of budget and resources within the estimates approved by the Board of Directors and for the allocation and the effective and efficient use of resources;
- 3.11. the maintenance of Student discipline and (within the Regulations) for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons;
- 3.12. dealing with other matters reasonably falling within the scope of the Vice Chancellor's responsibilities as defined in the Articles of Association, for OfS purposes, and other applicable sources, including expenditure as prescribed in the Financial Regulations.
- 3.13. The Vice Chancellor may delegate any of their duties, except where expressly stated (in accordance with Article 15.6) to other senior members of staff including those who are not senior post holders.

Regulation 4: Secretary (Article 16)

- 4.1. The Board of Directors shall appoint the Secretary of the University who shall be the Company Secretary and may suspend or remove such person from that appointment. If required, the Board of Directors may from time to time appoint an assistant Secretary or Secretaries to act in the absence of the Secretary and may suspend or remove such person or persons from that appointment.
- 4.2. The Secretary is responsible to the Board of Directors for the provision of operational and legal advice in relation to compliance with the Articles of Association and Regulations. They are also responsible for ensuring information provided to the Board of Directors is timely, appropriate and enables an informed discussion so that it may effectively discharge its responsibilities.
- 4.3. It is the responsibility of the Secretary to interpret the Articles of Association, these Regulations, and the Code of Conduct for the Board of Directors, and to advise the University Board Directors accordingly.
- 4.4. A Provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

Regulation 5: Academic Board (Article 20)

Regulation 5.1. Composition of the Academic Board

- 5.1.1. There shall be an Academic Board of no more than 30 members which will be chaired by the Vice Chancellor who may appoint a Vice-Chair from among its members to take the Chair in their absence or incapacity.
- 5.1.2. The composition of the Academic Board will include:
- 5.1.3. Ex-Officio:
 - Vice-Chancellor (who shall take the Chair);
 - All academic related Deputy Vice Chancellor(s) and Pro Vice Chancellor(s) in post from time to time
 - The Academic Registrar
 - The University Secretary

- Deans of the highest level of academic unit (up to five) e.g. Faculty Deans
- Directors / Heads of student services, the graduate research school, information technology or equivalent
- The University Chaplain
- A Students' Union Sabbatical Officer

5.1.4. Elected members:

- Academic Staff Representatives from each of the highest level of academic unit (up to five)
- Professional Service Representatives (up to two)

5.1.5. Co-opted members:

- Academic Board may co-opt members of staff with relevant special skills and / or experience (up to five)

5.1.6. Elected members shall be recruited via an open election process from amongst the University staff body overseen by the Academic Registrar.

5.1.7. The term of office of elected members of Academic Board and its committees shall be three years. The term of office shall commence from 1 August in the relevant year.

5.1.8. The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Vice-Chancellor and is reported to the Board of Directors. 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.

Regulation 5.2. Duties and Responsibilities of the Academic Board

Subject to **Article 19**, the duties and responsibilities of the Academic Board shall include the following:

- 5.2.1. To support the development of and approve the University's academic strategies and plans, including those relating to learning, teaching and assessment; quality enhancement; research; knowledge exchange; apprenticeships; student employability; student support; and student experience across all stages of the student journey.
- 5.2.2. To monitor the delivery of the University's academic strategies and plans, including via academic key performance indicators.
- 5.2.3. To maintain oversight of the relationship between academic and resource planning.
- 5.2.4. To monitor development of the University's academic portfolio, including the approval, suspensions and withdrawals of courses.
- 5.2.5. To approve the awards which the University may validate and confer.
- 5.2.6. To approve the University's academic and student regulations, and ensure that the regulations are appropriate, comprehensive, fair, inclusive, and compliant with external expectations and legal requirements, and oversee their enactment, including for:
 - the admission and registration of students;

- granting and annulling of degrees, qualifications and titles;
 - discipline and exclusion or suspension of students for academic or non-academic reasons;
 - appointment and termination of internal and external examiners;
 - assessment and examination of academic performance of students and the classification of awards;
 - curriculum development and design;
 - quality of courses including validation and accreditation by external bodies; and
 - procedures for the approval of honorary awards and titles.
- 5.2.7. To maintain and enhance academic standards and academic quality, assuring the quality of academic provision and of students' learning opportunities, and ensure awards hold their value over time including with respect to; the validation, monitoring and review of courses; external examiners and panel members; student representation and feedback.
- 5.2.8. To provide scrutiny of the academic quality and suitability of the University's educational collaborations and partnerships, within and out-with the United Kingdom, and approve the University's arrangements for collaborative provision;
- 5.2.9. To delegate authority to boards of examiners, to administer the arrangements for the conferment of the University's awards upon individual students who have satisfied the requirements of conferment.
- 5.2.10. To approve and monitor the implementation of policies relating to the academic experience of students; including student support and guidance; student procedures; appeals and complaints; ensuring that the University's academic provision anticipates and meets the diverse needs of its students.
- 5.2.11. To have oversight of academic ethics.
- 5.2.12. To ensure active consideration of equality, diversity and inclusion in the conduct of its business.
- 5.2.13. To consider risk issues arising from the work of Academic Board.
- 5.2.14. To oversee assurance of the University's compliance with regulatory expectations including in particular the Office for Students Conditions of Registration relating to access and participation (conditions A), quality and standards and student outcomes (conditions B) and protections (conditions C).
- 5.2.15. To establish such committees as it considers necessary to enable it to carry out its responsibilities (to be approved by the Vice Chancellor and reported to University Board); the membership of any such Committee, and the terms of reference shall be determined by the Academic Board.
- 5.2.16. To provide advice on such other matters as the Board of Governors or the Executive may refer to Academic Board.

Regulation 6: Students' Union (Article 21)

- 6.1. The constitution of the Students' Union shall provide for the appointment of a President of the Students' Union and shall provide for such other officers and for such executive, committees and other organisations as the Students' Union shall think fit.

- 6.2. The Students' Union shall present audited accounts annually to a delegated Committee of the Board of Directors within six months after the close of each accounting period. The Board of Directors shall take such steps as are reasonably practicable to secure that appropriate arrangements exist for, on behalf of the Board of Directors, the approval of the budget and monitoring of expenditure.
- 6.3. The Board of Directors shall make arrangements whereby representations on matters of proper concern to Students may be made by the Students' Union to the Board of Directors, the Academic Board or the Vice-Chancellor as may be appropriate.
- 6.4. The Board of Directors shall agree a Statutory Code of Practice with the Students' Union and review this every five years.

Regulation 7: Accounts and Financial Procedures (Article 24)

- 7.1. The Board of Directors shall cause proper books of account to be kept with respect to:
 - all sums of money received and expended by the University and the matters in respect of which the receipt and expenditure takes place;
 - all sales and purchases by the University; and
 - the assets and liabilities of the University.
- 7.2. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the University and to explain its transactions.
- 7.3. The books of account shall be kept at the Office of the University or, subject to the Act, at such other place or places as the Board of Directors think fit, and shall be open to the inspection of the Directors and of such other persons as the Board of Directors may authorise.
- 7.4. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the University in General Meeting, together with a copy of the Auditors' Report, shall not less than 21 days before the date of the meeting be sent to every Member of, and every holder of debentures of, the University; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the University is not aware or to more than one of the joint holders of any debentures.
- 7.5. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the University shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in accordance with the University's financial regulations, which are approved by the Audit and Risk Committee.
- 7.6. Detailed financial procedures will be set out in separate Financial Regulations which are agreed by the Audit and Risk Committee of the Board of Directors.
- 7.7. The University will comply with the requirements of the Companies Act 2006, the SORP and any requirements of the Office for Students and other bodies which may provide funding.
- 7.8. The Board of Directors shall determine the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funder).

- 7.9. The Board of Directors may, by power of attorney or otherwise, appoint any person to be the agent or attorney of the University upon such terms (including terms as to remuneration) as it may decide. The Board of Directors may remove any person appointed under this Regulation and may revoke or vary the appointment save that no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

Regulation 8: Signing of contracts

- 8.1. Contracts of employment shall normally be signed by the Director of People and Culture or, in his/her absence, the Vice Chancellor or another member of the Senior management team to whom the power has been expressly delegated by the Vice Chancellor.
- 8.2. All other contracts of a legal or commercially binding nature shall be signed in accordance with the relevant University Finance Scheme of Delegation, as approved by the Audit and Risk Committee, or by such other delegate person as authorised by the Board of Directors.

Regulation 9: Auditors (Article 25)

- 9.1. The Board of Directors, upon recommendation of the Audit and Risk Committee, shall ensure the appointment of external auditors in respect of each financial year of the University and determine the audit fee.
- 9.2. The Board of Directors, upon recommendation the Audit and Risk Committee shall ensure the appointment of the internal audit service and the determination of the audit fee and terms of engagement.
- 9.3. The Board of Directors, via the Audit and Risk Committee, shall determine the provision of any non-audit services by the external or internal auditors.
- 9.4. The Board of Directors, upon recommendation of the Audit and Risk Committee, shall consider any questions of resignation or dismissal of the external or internal auditors, and determine any issues arising therefrom.
- 9.5. The Board of Directors shall consider annual reports from the Audit and Risk Committee and determine any action and issues arising therefrom.

Regulation 10: The Seal

- 10.1. The Secretary shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Directors or of a committee authorised by the Board of Directors on its behalf, and every instrument to which the Seal shall be affixed shall be signed by the Chair or some other member authorised generally or specifically by the Board of Directors for that purpose and shall be countersigned by a second Director.
- 10.2. The Seal shall be held under secure arrangements by the Secretary.