

ARTICLES OF GOVERNMENT

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

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 2 August 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 TO THE BOARD, ACADEMIC BOARD 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 the strategy and 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** 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; and
 - 4.1.4** the appointment, appraisal, suspension, dismissal and for determining the remuneration of and terms and conditions of service of the Vice- Chancellor, the senior postholders and of the Clerk to the Board.

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 Board and the accountable officer to the Regulator.

The Clerk to the Board

- 4.3** The Board of Governors shall appoint a Clerk to the Board upon such terms as the Board of Governors think fit.

The Academic Board

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

The Chancellor

- 4.7** The Board of Governors shall 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** The Board of Governors may delegate any of its powers, functions or duties to any person, committee or body except as under 5.2 below. Any committee or body established by the Board of Governors may include persons who are not members of the Board of Governors. The Board of Governors must establish an Audit Committee, a Remuneration Committee and a Nominations Committee (or similar).
- 5.2** The Board of Governors shall not delegate responsibility for:
- 5.2.1** appointing the Vice-Chancellor, any senior postholders or the Clerk to the Board;
- 5.2.2** the approval of the University's strategic plan;

- 5.2.3** the amending or revoking of these Articles or the Instrument of Government;
- 5.2.4** making, amending or revoking of any of the Regulations; and
- 5.2.5** the approval of the University's financial forecasts, annual budget and the annual statement of income and expenditure.
- 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 half 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 Deputy 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** By exception a meeting of the Board of Governors may be held by any suitable electronic means 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
 - 6.6.2** any decision to:

- change the character or mission of the University
- appoint/ suspend/dismiss the Vice-Chancellor
- enter into a significant lending facility
- open/close a campus (home or overseas)
- close a school/faculty if that means a significant area of provision ceasing
- enter into a merger or takeover
- sell any significant assets, including for example any decision to dispose of a subsidiary company
- acquire a private provider in a particular territory
- continue more permanently with a change in mode of delivery of a significant part of current provision following advice from Academic Board.

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) of the members signify their agreement to the proposed resolution within 28 days of the date of its circulation.

6.8 Terms of reference of the Academic Board and of committees of the Board of Governors or Academic Board and procedures in relation to the appointment of members of the Board of Governors shall be set out in the Regulations.

7. STAFF AND STUDENTS

7.1 The University may appoint such Staff as may be required to fulfil the functions of the University.

7.2 The Board of Governors shall oversee:

- (a) procedures for the discipline, dismissal, suspension and hearing of grievances of senior postholders including the Vice-Chancellor and the Clerk to the Board;
- (b) procedures for the admission, suspension and expulsion of Students, and for dealing with student complaints and academic appeals.

7.3 The Board of Governors shall have regard to the need to ensure that academic staff of the University shall have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

8. STUDENTS' UNION

8.1 There shall be a Students' Union of the University and the University shall take steps to ensure that the Students' Union:-

- 8.1.1** acts fairly and democratically; and
- 8.1.2** is accountable for its finances.

9. FREEDOM OF SPEECH

9.1 The University shall take such steps as are reasonably practical 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.

9.2 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.

10. FINANCIAL MATTERS

10.1 The Board of Governors shall

- 10.1.1** keep accounts and records in accordance with any applicable financial accounting frameworks and any requirements of the Regulator, and
- 10.1.2** appoint an auditor or auditors who shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.

11. REGULATIONS

- 11.1** 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.

12. AMENDMENT, REPLACEMENT OR REVOCATION OF ARTICLES

- 12.1** 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.

13. DATE OF ARTICLES

- 13.1** These Articles shall come into operation on 2 August 2021

Signed by:

Geraldine Proudler, Chair of the Board of Governors