INSTRUMENT OF GOVERNMENT

In exercise of the powers conferred upon it by section 124ZA of the Education Reform Act 1988, the University of Worcester higher education corporation makes the following Instrument of Government in accordance with which the Corporation will be constituted:

1. *Interpretation*

1.1. In this Instrument, the following words, and expressions shall have the meanings indicated in this paragraph:-

"the Act" means the Education Reform Act 1988 as amended from time to time;
"the Articles" means the Articles of Government in accordance with which the University is conducted;
"the Board of Governors" means the members of the Corporation;
"Bye-laws" means the bye-laws made by the Board of Governors in accordance with the Articles;
"the Clerk" means the person appointed to the office of the Clerk to the Board of Governors under the Articles;
"the Corporation" means the University of Worcester higher education corporation;

"the Instrument" means the Instrument of Government of the University;
"members of academic staff" means members of staff employed to undertake teaching and/or research;
"members of professional staff" means members of staff employed to undertake responsibilities at the University, not including teaching and/or research;
"the OfS" means the Office for Students (or any successor regulatory authority or body);
"the Secretary of State" means the Secretary of State for Education (or any successor thereto);
"the University" means the University of Worcester conducted by the Corporation;
"the Vice Chancellor and Chief Executive" means the Vice Chancellor and Chief Executive of the University.

2. *Name of the Corporation*

2.1. The University will be called the University of Worcester. The Board of Governors may, by resolution, change the name of the University with the consent of the OfS.

3. *Membership of the Board of Governors*

3.1. The Board of Governors shall consist of:-

3.1.1. no fewer than eight and not more than twenty-two members appointed in accordance with the following provisions; and

3.1.2. the Vice Chancellor and Chief Executive (ex officio).

3.2. Of the appointed members:-

3.2.1. up to fifteen shall be independent members appointed in accordance with the Bye-laws;
3.2.2. up to two may be members of academic staff employed by the University or its subsidiaries appointed in accordance with the Bye-laws;
3.2.3. up to two may be members of professional staff employed by the University or its subsidiaries appointed in accordance with the Bye-laws;
3.2.4. up to three may be students of the University nominated by the students thereof.

3.3. In appointing members in accordance with paragraph 3.2 the Board of Governors shall ensure that there is always a majority of independent members on the Board of Governors.

3.4. A person (other than a person appointed in pursuance of paragraphs 3.2.2, 3.2.3 or 3.2.4 above) who is:-

(a) employed at the University or by its subsidiaries; or
(b) a student at the University

is not eligible for appointment as a member of the Board of Governors.

3.5. For the purpose of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when they has been granted leave of absence from the University for the purposes of study or travel or for carrying out duties of any office held by them in the Students' Union at the University.

3.6. It shall be for the Board of Governors to determine any question as to whether any person is qualified for appointment as a member of the Board of Governors of any description or category.

4. ***Tenure of Office of Members of the Board of Governors***

4.1. The Board of Governors shall determine the period of office of members in each of the categories set out in paragraph 3.2 above. Such members shall hold and vacate office in accordance with the terms of their appointment and , on ceasing to be a member on completion of their period of office, may be eligible for reappointment in accordance with the Bye-laws.

4.2. A member of the Board of Governors may at any time by notice in writing to the Clerk resign his/her office.

4.3. If at any time the Board of Governors is satisfied that any member of the Board of Governors:-

4.3.1. has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
4.3.2. is unable or unfit to discharge the functions of a member; or
4.3.3. is disqualified from acting by virtue of section 178 of the Charities Act 2011; or
4.3.4. for any other good cause agreed formally by the Board of Governors,

the Board of Governors may in accordance with the procedure set out in the Bye-laws remove them from office.

4.4. Where a staff or student member of the Board of Governors ceases before the end of his/her period of office to be a member of staff or a student of the University, as the case may be, they shall cease to be a member of the Board of Governors.

5. Officers

5.1. The Board of Governors shall appoint from among its independent members a Chair, up to two Vice Chairs and any other officers which it may determine, in accordance with the Bye-laws. The maximum period of office of the Chair shall normally be two terms of four years.

6. Seal of Corporation

6.1. The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other person authorised generally or specifically by the Board of Governors to act for that purpose, together with that of any other member of the Board of Governors.

6.2. The seal shall be held under secure arrangements by the Clerk.

7. Amendment of Instrument

7.1. This Instrument may be amended or replaced by a resolution of the Board of Governors in accordance with section 124ZA of the Act.

ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 124E of the Education Reform Act 1988, the University of Worcester higher education corporation makes the following Articles of Government in accordance with which the University of Worcester 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 of the University, and

"the Academic Board" means the Academic Board of the University constituted in accordance with the Articles;
"holders of senior posts" means those persons appointed by the Board, namely the Vice Chancellor and Chief Executive, the Clerk and the holders of such other senior posts as the Board of Governors may from time to time determine, and "holder of a senior post" shall be construed accordingly;
"staff" includes both academic and professional staff of the University or its subsidiaries;
"Students' Union" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

2. *Conduct of the University*

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

3. *The Board of Governors*

Responsibilities

3.1 The Board of Governors shall be responsible:

3.1.1 for the determination of the educational character, mission, strategy and reputation of the University and for oversight of its activities;

3.1.2 for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding of its assets;

3.1.3 for approving annual estimates of income and expenditure and the annual report and accounts;

3.1.4 for the appointment, grading, appraisal, suspension, dismissal and determination of

the pay and conditions of service of the holders of senior posts;

3.1.5 for setting a framework for the pay and conditions of all other staff subject to any delegation to its subsidiaries.

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

Delegation of Functions and Committees

3.3 Subject to the following provisions, the Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice Chancellor and Chief Executive or to the Academic Board, and may delegate powers to such a committee or to the Chair or to the Vice Chancellor and Chief Executive.

3.4 Each committee shall be chaired by an independent member of the Board of Governors. The membership of committees (which may include persons who are not members of the Board of Governors) and their terms of reference shall be set out in Bye-laws.

3.5 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to:

3.5.1 the appointment of new members of the Board of Governors;

3.5.2 audit, in accordance with the requirements of the OfS; and

3.5.3 the remuneration of the holders of senior posts.

3.6 The Board of Governors shall not, however, delegate the following:

- the determination and oversight of the educational character, strategy (including the financial strategy) and mission of the University;
- the approval of the annual estimates of income and expenditure and the annual report and accounts;
- ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Vice Chancellor and Chief Executive and the holders of senior posts;
- the varying or revoking of the Instrument of Government or these Articles.

Procedures

3.7 The quorum for meetings of the Board of Governors shall be two-thirds of the appointed members, of whom the majority shall be independent members.

3.8 Detailed procedures governing the conduct of meetings of the Board of Governors and its committees will be set out in Bye-laws.

3.9 Members of the Board of Governors shall not be bound in their speaking and voting by instructions given to them by other persons or bodies.

3.10 Members of the Board of Governors shall declare any pecuniary, family or other conflicts of interest in any matter under discussion. Members who declare such interests shall take no part in consideration of the matter, and may be asked to withdraw.

3.11 The Clerk will maintain a record of members' interests.

3.12 The proceedings of the Board of Governors shall not be invalidated by any vacancy in their number or by any defect in the election, appointment or qualification of any member.

Publication of Proceedings of the Governing Body

3.13 The agenda, confirmed minutes and papers considered for meetings of the Governors and its committees shall be stored in a secure electronic resource and a record of the open business shall be published on the University's website. Open business shall be defined as matters that do not relate to named past, present or prospective staff or students or to matters which the Governors or the appropriate committee resolve to be confidential.

Appointment of Clerk to the Board of Governors

3.14 The Governors shall appoint a Clerk to act as secretary to the Board of Governors.

3.15 The role of the Clerk is to advise the Board of Governors on procedures and keep a formal record of their proceedings. Notwithstanding any other senior management role the person appointed as Clerk may have within the University, in her or his capacity as Clerk, the Clerk is directly accountable to the Board of Governors and not to the Vice Chancellor and Chief Executive or any other member of the University's management.

3.16 The Board of Governors shall establish rules which specify the Clerk's rights and responsibilities and procedures to be followed should a conflict of interest be identified.

4. *Responsibilities of the Vice Chancellor and Chief Executive*

4.1 Subject to any delegation to its subsidiaries and to the responsibilities of the Board of Governors, the Vice Chancellor and Chief Executive shall be the chief executive of the University and shall be responsible:

4.1.1 for making proposals to the Board of Governors about the educational and academic character, strategy, reputation and mission of the University; and for implementing the decisions of the Board of Governors;

4.1.2 for the organisation, direction and management of the University and leadership of the staff;

4.1.3 for 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;

4.1.4 for the determination of the University's academic programmes, after consultation with

the Academic Board, and for the determination of its other activities;

4.1.5 for preparing annual estimates of income and expenditure and the annual report and accounts for consideration by the Board of Governors and for the management of budget and resources, within the estimates approved by the Board of Governors;

4.1.6 for the oversight of student discipline.

4.2 The Vice Chancellor and Chief Executive may delegate any of his or her functions, other than accountability for the University's budget and resources, to any senior member of staff.

5. *The Academic Board*

5.1 There shall be an Academic Board of not more than 30 members comprising the Vice Chancellor and Chief Executive, who shall normally be the Chair, but who may delegate responsibility for chairing the Academic Board to another holder of a senior post with the prior consent of the Board of Governors.

5.2 The Academic Board will be constituted and conducted in accordance with the Bye-laws and shall have powers and duties delegated to it by the Board of Governors.

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

5.4 Any member of the Academic Board or its committees may be required to withdraw from a discussion if the Academic Board is considering any matter pertaining specifically to them.

6. *Conditions of service of the Vice Chancellor and Chief Executive and the Staff*

Appointment and Promotion

6.1 The Board, subject to any delegation to its subsidiaries, shall approve procedures by which all staff at the University shall be appointed and promoted.

6.2 The Board shall be responsible for the appointment of the Vice Chancellor and Chief Executive, the Clerk and other holders of senior posts. Such appointments will be conducted in accordance with the University's staff recruitment and equality and diversity policies and procedures. Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor and Chief Executive, the post shall be advertised nationally and internationally.

6.3 Each member of staff shall serve under a written contract of service with the University or its subsidiaries and shall receive a written statement of their terms and conditions of employment.

Academic Freedom

6.4 The Board of Governors shall have regard to the need to ensure that members of 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 at risk of being adversely affected in any of the following ways:

6.4.1 loss of their jobs or privileges at the University

6.4.2 the likelihood of their securing promotion or different jobs at the University being reduced.

Staff Procedures

6.5 The Board of Governors, subject to any delegation to its subsidiaries, shall approve and review procedures:

6.5.1 governing the conduct, suspension, discipline and dismissal of staff (including the holders of senior posts);

6.5.2 enabling staff (including the holders of senior posts) to raise grievances about their employment.

7. Students

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

7.2 The Board of Governors shall approve and regularly review rules relating to the conduct of students, including procedures relating to student discipline, student complaints and appeals.

Academic Performance

7.3 The Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

8. *Bye-laws*

8.1 The Board of Governors shall have power to make Bye-laws and such other rules concerning the government and conduct of the University as it shall think fit, subject to the provisions of these Articles.

9. *Amendment of Articles*

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

Approved by the Board of Governors 24th February 2026 v1.4.