

# Instrument of Government

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**THE COUNCIL OF THE UNIVERSITY OF CHESTER (HEREINAFTER REFERRED TO AS "THE UNIVERSITY") BEING THE UNIVERSITY OF THE CHARITY OF THE SAME NAME MAKES THE FOLLOWING INSTRUMENT OF GOVERNMENT:**

## **1. INTERPRETATION**

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

"the Academic Staff"	means the Academic Staff of the University;
"the Articles"	means the Articles of Government in accordance with which the University is conducted;
"Audit & Risk Management Committee"	means a specific committee of Members appointed by the Council;
"the Church of England"	includes a Church in communion with the Church of England;
"Committee"	means a committee appointed by the Council;
"the Council"	means the Governing Body of the University constituted as the Council of the University in accordance with the Instrument of Government and called the University Council;
"Deputy President"	means the Deputy Chair of the Council;
"Member(s)"	means a member or members of the Council of the University;
"Member of a Church which is a member of Churches Together in Britain and Ireland, or a Church which meets the basis for membership of Churches Together in Britain and Ireland; or its successor body"	means a Church which is a direct member of the umbrella body known as Churches Together in Britain and Ireland or a Church which meets the basis for membership of Churches Together in Britain and Ireland;
"Nominations and Governance Review Committee"	means a committee appointed by the Council, inter alia, for the nomination, appointment and re-appointment of the co-opted Members;
"President"	means the Chair of the Council;
"the Scheme"	means a Scheme of the Charity Commissioners dated the 19 <sup>th</sup> May 1982 as amended on 2 <sup>nd</sup> March 1990 and varied on the 20 <sup>th</sup> December 1995;
"the Secretary"	means the person appointed by the Council to act as Secretary/Clerk to the Council;
"the Senate"	means a Committee of the University constituted in accordance with the Articles;
"the Staff"	means a member of the Staff at the University whether a member of the Academic or Professional Services Staff;
"Staff Member"	means a member of Staff appointed as a Member of the Council;
"Student(s)"	means a Student or Students duly enrolled at the University;

“Student Member”	means the President for the time being of the Students’ Union of the University or other Student nominated in their place by the Students’ Union;
“the Students’ Union”	means a company called Chester Students’ Union, limited by guarantee and registered as a charity and formed for the purposes specified in its Memorandum and Articles of Association;
“Professional Services Staff”	means a member of the Staff other than a member of the Academic Staff;
"the University"	means the University of Chester;
"the Vice-Chancellor"	means the Vice-Chancellor and Chief Executive of the University.

## **2. NAME OF THE UNIVERSITY**

The name of the University is the University of Chester. The Council may by resolution change the name of the University with consent from whatever authority or statutory power is required for such change, if any.

## **3. MEMBERSHIP OF THE COUNCIL**

3.1 The Council shall consist when complete of twenty-three competent persons being:

3.1.1 Twelve Foundation Members who shall be practising members of a Church which is a direct member of Churches Together in Britain and Ireland, or a Church which meets the basis for membership of Churches Together in Britain and Ireland; or its successor body and the majority of whom are communicant members of the Church of England;

3.1.2 Eleven Non-Foundation Members.

3.2 The Foundation Members shall consist of:

3.2.1 Four ex-officio Foundation Members;

3.2.2 Eight Co-opted Foundation Members.

3.3 The ex-officio Foundation Members shall be:

3.3.1 The Lord Bishop of Chester;

3.3.2 The Dean of Chester;

3.3.3 The Vice-Chancellor and Deputy Vice-Chancellor of the University who shall be practising members of a Church which is a member of Churches Together in Britain and Ireland, or its successor body.

The said Bishop or Dean may, by written nomination signed by them and duly notified to the Council, appoint some competent person who shall be a communicant member of the Church of England to be a Member in their place whilst he or she holds office and during such time as he or she does not wish to perform the duties of a Member.

3.4 The Co-opted Foundation Members shall be eight practising members of a Church which is a direct member of Churches Together in Britain and Ireland or a Church which meets the basis for membership of Churches Together in Britain and Ireland; or its successor body provided that at least five of such members are communicant members of the Church of England. The Co-opted Foundation Members shall be persons who have shown experience in the professions, commercial, industrial or educational life.

- 3.5 The Non-Foundation Members shall consist of:
  - 3.5.1 One ex-officio Non-Foundation Member;
  - 3.5.2 Two Nominated Non-Foundation Members;
  - 3.5.3 Eight Co-opted Non-Foundation Members.
- 3.6 The ex-officio Non-Foundation Member shall be the President of the Students' Union of the University.
 

If the aforementioned do not wish to perform the duties of a Member, the Students' Union may propose a replacement Member as the appropriate representative of the Students' Union subject to the approval of the Council. Such replacement Member shall be appointed for such period as the Council shall in its absolute discretion determine.
- 3.7 The Nominated Non-Foundation Members shall be appointed as follows:
  - 3.7.1 One elected by the Academic Staff who shall also be a Dean of an academic Faculty and a member of the Senate and of the Academic Staff, and
  - 3.7.2 One who must be a member of the Professional Services Staff wider leadership team, appointed via an application process.
- 3.8 The Co-opted Non-Foundation Members shall be eight persons appearing to the Council to have shown experience in the professions, commercial, industrial or educational life.

#### **4. APPOINTMENT OF MEMBERS OF THE COUNCIL**

The Council shall be composed of Foundation and Non-Foundation Members. The Foundation Members shall form the majority of the Members of the Council in order that the established character of the University so far as is practicable is preserved and developed in accordance with the Trust Deed made in respect of the Institution by the Lord Bishop of Chester, the Lord Bishop of Manchester and the Reverend Chancellor Thurlow drawn on the 29th October 1870 as modified by the Scheme.

#### **5. NOMINATIONS AND GOVERNANCE REVIEW COMMITTEE**

- 5.1 There shall be a Nominations and Governance Review Committee consisting of not less than six Members of the Council being the President (who shall be Chair), the Vice-Chancellor, and not less than four Members of the Council other than Staff or Student Members, appointed by the Council. The quorum for this Committee shall be four Members. There shall be no provision for proxies, should the President not be present the Committee may appoint a Chair to act in their place.
- 5.2 The appointment and reappointment of every Co-opted Member (whether Non-Foundation or Foundation) shall be recommended to the Council by a duly constituted meeting of the Nominations and Governance Review Committee and thereafter if the Council so resolve appointed to the Council.
- 5.3 The Secretary shall be responsible for giving notice of the meetings of the Nominations and Governance Review Committee.

#### **6. TENURE OF OFFICE OF MEMBERS OF THE COUNCIL**

- 6.1 The Members of the Council (except for the ex-officio Members and the Nominated Non-Foundation Members) shall hold office for an initial maximum term of 3 years and thereafter shall be eligible for re-appointment for one further term not exceeding three years, subject to annual satisfactory contribution, engagement and performance. Nothing in this clause shall debar a Member from appointment to the Council if a vacancy occurs in future years.
- 6.2 A Member may be appointed for one further term additional to the terms specified in paragraph 6.1 above if the Council resolves that the purpose of appointment for such further term is to facilitate the election of that Member

as President of the Council, as a Chair of a Committee or other such circumstance as deemed fit by the Council.

- 6.3 A Member may at any time by notice in writing to the Secretary resign their office, which will thereupon become vacant from the date of receipt of the notice or date of their resignation specified therein whichever shall be the later.
- 6.4 A Nominated Non-Foundation Member shall hold office for an initial maximum term of 3 years and shall not thereafter be eligible for re-appointment.
- 6.5 If at any time the Council is satisfied that any Member:
  - (a) has been absent from meetings of the Council for a period of twelve months without the permission of the Council; or
  - (b) is unable or unfit to discharge the functions of a Member;the Council may by notice in writing to that Member remove them from office; and thereupon the office shall become vacant.
- 6.6 Where a Staff or Student Member ceases to be a member of Staff or Student of the University their appointment as a Member shall terminate forthwith. During any period that a Staff or Student Member is not able or permitted to work or study, they shall not serve as a member of Council during that time.
- 6.7 Any Member who is required as aforesaid to be a communicant member of the Church of England or a practising member of Churches Together in Britain and Ireland or a Church which meets the basis for membership of Churches Together in Britain and Ireland, or its successor body and who ceases to be such a member shall cease to be a Member of the Council.

## **7. DECLARATION BY MEMBERS**

No person shall be entitled to act as a Member whether on a first or on any subsequent occasion until after they have signed a declaration of their acceptance and willingness to perform their duties in compliance with the trusts and tenets of the University.

## **8. VACANCIES**

- 8.1 Upon the occurrence of a vacancy the Members shall cause a note thereof to be entered in their minute book at their next meeting. Every vacancy to be filled by appointment shall be notified as soon as possible to the proper appointing person or body. Any competent Member may be re-appointed subject to the requirement of paragraph 6.1 above.
- 8.2 A Member appointed to succeed a Member whose term of office has ceased before the expiration of its term may be appointed to hold office for the initial maximum term of three years.

## **9. OFFICERS**

The Members at their first ordinary meeting in each academic year shall elect two of their number except for a Staff or a Student Member to be President and Deputy President respectively of their meetings until the commencement of the first ordinary meeting in the following year. The President and Deputy President shall always be eligible for re-election. If at any meeting neither the President nor the Deputy President are present within ten minutes after the time appointed for holding the same or there is no President or Deputy President, the Members present shall choose one of their number except for a Staff or Student Member as aforesaid to be Chair of the meeting.

## **10. ALLOWANCES**

The Council shall determine any allowances to be paid to Members of the Council.

**11. VALIDITY OF PROCEEDINGS**

The validity of any proceedings of the Council or of any Committee of the Council shall not be affected by a vacancy amongst the Members or by any defect in the appointment or nomination of a Member.

**12. ADJOURNMENT OF MEETINGS**

If at any time appointed for a meeting, a sufficient number of Members to form a quorum is not present, the meeting shall stand adjourned sine die and a special meeting shall be summoned as soon as conveniently possible. The Members present may choose to hear and comment upon any item of business, but any decision must stand deferred until the next quorate meeting. Any meeting may be adjourned by resolution.

**13. DELEGATION OF FUNCTIONS AND COMMITTEES**

- 13.1 The Council may establish Committees for any purpose or function (other than those specifically assigned elsewhere in this Instrument or the Articles) if in the Council's opinion such purpose or function would be more efficiently undertaken by a Committee. All acts and proceedings of a Committee shall be fully reported to the Council at the next convenient meeting of the Council. A Student or Staff Member shall not be appointed as a member of the Audit and Risk Management Committee or the Nominations and Governance Review Committee.
- 13.2 The Council shall appoint an Audit & Risk Management Committee, a committee having terms of reference substantially similar to those of the Planning and Resources Committee as at 1st August 2020 and such other committees as shall seem expedient to the Council from time to time.
- 13.3 In addition to those matters specifically assigned elsewhere in this Instrument or the Articles the Council shall not delegate the following matters:
  - 13.3.1 the determination of the educational character and mission of the University;
  - 13.3.2 the approval of the annual estimates of income and expenditure;
  - 13.3.3 ensuring the solvency of the University and the safeguarding of its assets;
  - 13.3.4 the appointment or dismissal of the Vice-Chancellor and Deputy Vice-Chancellor;
  - 13.3.5 the varying or revoking of this Instrument or the Articles.

**14. APPOINTMENT OF SECRETARY TO THE COUNCIL**

The Council shall appoint the Secretary to the Council.

**15. VOTING**

- 15.1 A quorum for the meetings of the Council whether ordinary or extraordinary shall be nine of whom no more than three shall be Staff or Student Members. In the event that the meeting is inquorate the Members shall defer all decisions to the next meeting.
- 15.2 Members shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 15.3 Subject to clause 15.1 every matter shall be determined by the majority of Members present and voting on the question.  
  
In the case of equality of voting the Chair of the meeting shall have a second or casting vote.

**16. APPOINTMENT OF PROXIES**

The Council shall not permit the appointment of proxies from among the Council or any Committee appointed by the Council.

**17. ACCESS TO THE PAPERS OF THE COUNCIL OR ITS COMMITTEES**

- 17.1 Except where material relates to named members of Staff or Students, prospective members of Staff or Students, or to matters which the Council or any Committee thereof are satisfied should be dealt with on a confidential basis the following will be made available for inspection by Students and Staff of the University;
- 17.1.1 agendas;
  - 17.1.2 draft minutes if they have been approved by the Chair of the meeting;
  - 17.1.3 signed minutes;
  - 17.1.4 reports or papers considered at meetings.

**18. NOTICE OF MEETINGS**

- 18.1 The schedule of meetings and period of notice required for convening ordinary meetings of the Council in any academic year will be determined at the last meeting of the Council in the preceding academic year.
- 18.2 The period of notice required for convening an extraordinary meeting of the Council shall be not less than five working days.
- 18.3 Subject to clause 15.1 an extraordinary meeting of the Council may be called by the President or Deputy President.
- 18.4 Meetings may be held in-person, virtually or hybrid.

**19. DECLARATION OF INTERESTS AND CIRCUMSTANCES REQUIRING THE WITHDRAWAL OF MEMBERS**

The Council shall maintain a register of interests of Members and Holders of Senior Posts (as defined in the Articles). Standing Orders of the Council shall stipulate that Members shall declare any pecuniary, family, or other personal interest in any matter under discussion. Members who declare such an interest shall take no part in consideration of the matter. However, the Council may consider and vote upon proposals for the University to insure Members against liabilities incurred by them arising out of their office including the payment of any premium by the University. Staff Members including the Vice-Chancellor may receive salaries or other emoluments in respect of their employment with the University and the Student Member may receive scholarships, grants or other awards.

**20. PARTICIPATION IN MEETINGS**

- 20.1 A Staff Member shall not take part in that part of any meeting of the Council or any Committee at which their remuneration, promotion, suspension, dismissal or retirement is being considered.
- 20.2 A Staff Member to whom notice of the termination of their contract with the University has been given or received shall withdraw from that part of any meeting of the Council at which the termination of their contract or the appointment of their successor is being considered.
- 20.3 Any Student Member shall withdraw from that part of any meeting of the Council at which is being considered:
- 20.3.1 the suspension or dismissal of any member of the Staff of the University; or
  - 20.3.2 their own exclusion, withdrawal, suspension or expulsion from the University;

20.3.3 any other matter which the Council (in its absolute discretion) consider would not be in the best interests of the University to be transmitted to the Students at that time.

**21. MINUTES AND ACCOUNTS**

A minute book and books of account shall be provided and kept by the Council. Statements of account in relation to the University shall be prepared and transmitted to the Charity Commission in accordance with the applicable provisions of the Charities Acts except insofar as the University is exempted by order or regulation.

**22. GENERAL POWER TO MAKE REGULATIONS**

Within the limits prescribed by this Instrument the Council shall have full power from time to time to make regulations for the management of the University and for the conduct of their business including the summoning of meetings, the deposit of money at a proper bank and the custody of documents.

**23. COPIES OF THE INSTRUMENT OF GOVERNMENT**

A copy of this Instrument, and any rules or bye-laws, shall be given to every Council Member and shall be available for inspection upon request to every member of Staff and every Student.

**24. AMENDMENT OF INSTRUMENT OF GOVERNMENT**

This Instrument of Government may be amended or replaced by resolution of the Council with consent from whatever authority or statutory power is required for such change, if any.

**25. DATE OF INSTRUMENT**

This Instrument shall come into operation on 2nd October 2024.

# Articles of Government

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**THE COUNCIL OF THE UNIVERSITY OF CHESTER (HEREINAFTER REFERRED TO AS “THE UNIVERSITY”) BEING THE UNIVERSITY OF THE CHARITY OF THE SAME NAME MAKES THE FOLLOWING ARTICLES OF GOVERNMENT IN ACCORDANCE WITH WHICH THE UNIVERSITY OF CHESTER SHALL BE CONDUCTED:**

## **1. INTERPRETATION**

In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the University Council on 1<sup>st</sup> August 2022 and in addition:

"Holders of Senior Posts" means the Holders of such Senior Posts as the Council Members may determine (save for the Vice-Chancellor and the Deputy Vice-Chancellor);

## **2. CONDUCT OF THE UNIVERSITY**

The University shall be conducted in accordance with the provisions of the Scheme and in accordance with provisions of the Higher Education and Research Act 2017, all other applicable Education Acts, regulations, orders or directions and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under the Instrument or these Articles.

## **3. RESPONSIBILITIES OF COUNCIL, VICE-CHANCELLOR AND SENATE**

3.1 The Council shall be responsible for:

- 3.1.1 the determination of the educational character and mission of the University and for oversight of its activities;
- 3.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- 3.1.3 approving annual estimates of income and expenditure;
- 3.1.4 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and the Deputy Vice-Chancellor;
- 3.1.5 following the recommendation of the Vice-Chancellor the appointment, grading, suspension, dismissal and for setting a framework for the pay and other conditions of service of the Holders of Senior Posts;
- 3.1.6 setting a framework for the pay and conditions of service of all other Staff.

3.2 Subject to the responsibilities of the Council, the Vice-Chancellor shall be the Chief Executive of the University and shall be responsible for:

- 3.2.1 making proposals to the Council about the educational character and mission of the University, and for implementing the decision of the Council;
- 3.2.2 the organisation, direction and management of the University and leadership of the Staff;
- 3.2.3 the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Council - of the pay and conditions of service of Staff other than the Holders of Senior Posts;
- 3.2.4 the assignment and appraisal of the Holders of Senior Posts subject to the approval of the Council or any Committee formed by the Council for that purpose;
- 3.2.5 the determination, after consultation with the Senate, of the University's academic activities and for the determination of its other activities;



- 3.2.6 preparing annual estimates of income and expenditure, for consideration by the Council, and for the management of budget and resources, within the estimates approved by the Council;
  - 3.2.7 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;
  - 3.2.8 preparing recommendations for the consideration by the Council for the appointment, assignment, grading, suspension, dismissal and the determination of the pay and conditions of the Holders of Senior Posts.
- 3.3 Subject to the provisions of these Articles, to the overall responsibility of the Council, and to the responsibilities of the Vice-Chancellor, the Senate shall be responsible:
- 3.3.1 for general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of Students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of Students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of Students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
  - 3.3.2 for considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Council thereon;
  - 3.3.3 for advising on such matters as the Council or the Vice-Chancellor may refer to the Senate.
- 3.4 The Senate may establish such committees, as it considers necessary to enable it to carry out its responsibilities provided that the establishment of such a committee is first approved by the Vice-Chancellor. 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 Senate.
- 3.5 The Senate may so far as it is practicable delegate its tasks to a specific faculty and/or department provided the terms of reference of such delegation does not affect other faculties, departments or the University as a whole.
- 3.6 The period of notice required for convening meetings of the Senate shall not be less than 5 working days;
- 3.7 The meetings referred to in clause 3.6 above may be called by the Chair or the Secretary to the Senate and the meeting shall be quorate when 15 members are present.

#### **4. COMPOSITION OF THE SENATE**

The Senate shall consist of no more than 40 members, comprising the Vice-Chancellor (who shall be Chair) and such other numbers of Staff and Students as may from time to time be approved by the Council, subject to the proviso that a majority of members shall be drawn from Holders of Senior Posts, heads of academic and related departments. The Vice-Chancellor may nominate a Deputy Chair from among the members of the Senate to take the Chair in their place.

#### **5. APPOINTMENT AND PROMOTION OF STAFF**

- 5.1 Each member of Staff shall serve under a contract of employment with the University.
- 5.2 Upon the occurrence of a vacancy or expected vacancy for the post of Vice-Chancellor, the post shall be advertised nationally.

## **6. CONDUCT OF STAFF**

6.1 After consultation with the Staff, the Council shall make rules relating to the conduct of the Staff.

### **6.2 Academic Freedom**

The University was originally established by law as a Diocesan Training School for the training of schoolmasters of the Church of England. The Trust Deed of the Institution, made by the Lord Bishop of Chester, the Lord Bishop of Manchester and the Reverend Chancellor Thurlow dated the 29th October 1870 as modified by the Scheme states that the trust fund must be applied for the benefit of the purpose of the training of schoolmasters of the Church of England.

Staff and Students are, therefore, reminded that they must at all times be aware of the ethos of the University in that it was established as a Church of England Institution and continues to be so. Consequently, and subject to section 43 of the Education (No. 2) Act 1986 regarding freedom of speech in universities and other institutions, they must not undermine this ethos or the code of conduct and social values which are based on that ethos.

6.3 Subject to the above qualification, in making rules under Article 6.1, the Council 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 of their contracts of employment being terminated or any privileges they may have at the University curtailed.

## **7. SUSPENSION, DISCIPLINE AND DISMISSAL OF STAFF**

Following consultation with the Staff and any relevant Staff organisation the Council shall put in place rules and regulations relating to the suspension, discipline and dismissal of Staff.

## **8. GRIEVANCE PROCEDURES**

After consultation with the Staff, the Council shall make rules specifying procedures according to which Staff may seek redress of any grievance relating to their employment.

## **9. STUDENTS' UNION**

9.1 The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council and shall present audited accounts annually to the Council. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Council.

9.2 The Council, after consultation with the Senate and representatives of the Students' Union, shall make rules with respect to the Students, including procedures for suspension and expulsion.

9.3 In exercise of their responsibilities under Article 3.3, the Senate, after consultation with the Council and representatives of the Students' Union, shall determine procedures for the expulsion of a Student for an unsatisfactory standard of work or other academic reasons.

9.4 The Council Members shall make arrangements whereby matters of proper concern to the Students of the University may be submitted by the Students' Union to the Council, the Senate or the Vice-Chancellor as may be appropriate.

## **10. UNIVERSITY CHAPLAIN**

The University shall appoint a University Chaplain who shall be an ordained priest of the Church of England.

**11. FINANCIAL PROCEDURES**

**Fees**

11.1 The Council 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 funding or other body).

**Accounts Estimates and Audit**

11.2 The Council shall keep accounts and records, and appoint auditors in accordance with the requirements of all applicable legislation.

11.3 Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for the consideration and approval of the Council.

**12. RULES AND BYE-LAWS**

The Council shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provision of these Articles.

**13. COPIES OF ARTICLES, RULES AND BYE-LAWS**

A copy of these Articles, and any rules or bye-laws, shall be given to every Council Member and shall be available for inspection upon request to every member of Staff and every Student.

**14. AMENDMENT OF ARTICLES**

These Articles may be amended or replaced by resolution of the Council with consent from whatever authority or statutory power is required for such change, if any.

**15. DATE OF ARTICLES**

These Articles shall come into operation on 2nd October 2024.