

ARTICLES of GOVERNMENT

For

STRANMILLIS UNIVERSITY COLLEGE

a College of Queen's University Belfast

January 2016

ARTICLES of GOVERNMENT

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The Department for Employment and Learning, in exercise of the powers conferred on it by Article 5(1) of the Colleges of Education (Northern Ireland) Order 2005, and of all other powers enabling it in that behalf, hereby makes the following order:

PART I – COMMENCEMENT AND INTERPRETATION

1. This order may be cited as the Articles of Government for Stranmillis University College, a College of the Queen's University of Belfast and replace the previous order dated 28 June 2007.

2. In these Articles:

'the Order' means The Colleges of Education (Northern Ireland) Order 2005;

'the Department' means the Department for Employment and Learning;

'the Instrument of Government' means the Instrument of Government for the College made in accordance with the requirements of Article 5(1) of the Order;

'the Governing Body' means the body established to manage the College by virtue of Article 3(1) of the Order;

'the Chair' means the Chairman as provided for under paragraph 3 of Schedule 2 to the Order.

'the Principal' means the Principal of the College;

'the staff' means all the staff of the College;

'the Secretary' means the person appointed by the Governing Body under the Instrument of Government to perform the duties of Secretary to that body;

'the Students' Union' means the association of students formed to further the educational purposes of the College and the interests of students recognised by the Governing Body;

'the staff members' mean those members of the Governing Body referred to in paragraph 2(1)(c) of Schedule 2 to the Order;

'staff representatives' means those persons who are recognised by the trade unions which in turn are recognised by the College for the purpose of representing staff; and

'the student member' means the member of the Governing Body referred to in paragraph 2(1)(d) of Schedule 2 to the Order.

‘the Financial Memorandum’ means the agreement between the Department and the College setting out terms and conditions for the payment of grants out of funds provided by the Northern Ireland Assembly.

3. The Interpretation Act (Northern Ireland) 1954 applies to these Articles as it applies to an Act of the Assembly.

PART II – CONDUCTING OF THE COLLEGE

4. The College shall be conducted in accordance with the provisions of the Order, any relevant regulations, orders or directions made by the Department and, subject thereto, in accordance with the provisions of the Instrument of Government, these Articles, any rules or standing orders made under these Articles and any trust deed regulating the College.

Responsibilities of Governing Body

5. Subject to the requirements of the Order, the Governing Body shall be responsible for approving the mission and strategic vision of the College and securing the efficient and effective management of the College’s activities and property. The Governing Body shall develop mechanisms to ensure that the views of stakeholders with an interest in teacher education are taken into account. It may, however, subject to paragraph 8, delegate to an appropriate committee of the Governing Body or to the Principal such responsibilities as would be more expedient for the efficient organisation of the College business and activities.
6. The Governing Body shall ensure that its members are given the required information and adequate opportunities to acquire and update the knowledge and skills required to enable them to perform effectively as a member of the Governing Body of the College.
7. The duties and responsibilities of the Governing Body are:
 - (a) to ensure that funds from the Department for Employment and Learning are used only in accordance with the Financial Memorandum and any other conditions which the Department for Employment and Learning may from time to time establish;
 - (b) to ensure that the financial, planning and other management controls (including controls against fraud and theft) are appropriate and sufficient to safeguard public funds;
 - (c) to secure the efficient, economical and effective management of all of the College’s resources and expenditure, including: funds other than those provided by

the Department for Employment and Learning; capital assets; equipment; and human resources, so that the investment of public funds in the College is not put at risk;

- (d) to ensure that financial considerations are taken into account at all stages in reaching decisions and in their execution;
 - (e) to require the Principal of the College (the Principal) to take responsibility for:
 - i. Ensuring the proper and effective operation of the controls referred to above.
 - ii. Giving effect to the Board of Governors' policies for securing the efficient, economical and effective management of all the College's resources and expenditure.
8. Notwithstanding paragraph 5, the Governing Body shall not delegate responsibility for the following:
- a) determining the mission of the College and the strategic oversight of its activities and for maintaining its general character;
 - b) the effective use of resources, the solvency of the College and for safeguarding its assets;
 - c) approving annual estimates of income and expenditure;
 - d) the appointment, discipline, conduct, grievance, suspension, dismissal and conditions of service of senior staff;
 - e) approving a framework for the pay and conditions of staff, and arranging for the negotiation of such with recognised representatives of such staff;
 - f) approving the arrangements for the appointment, promotion, discipline, conduct and grievance of staff, other than senior staff; and
 - g) ensuring that there is an efficient and effective appraisal system operating in the College.

Responsibilities of Chair of the Governing Body

9. The duties and responsibilities of the Chair of the Governing Body are:
 - (1) to sign the Annual Financial Statements of the College
 - (2) to carry out an annual appraisal of members of the Governing Body and report thereon to the Department.
 - (3) At meetings of the Governing Body:
 - i. to preserve order
 - ii. to ensure that the proceedings are properly conducted according to law and according to the standing orders
 - iii. to ensure that all shades of opinion are given a firm and fair hearing as far as practicable
 - iv. to ensure that the sense of the meeting is accurately ascertained and recorded.

Responsibilities of individual Members of the Governing Body

10. Members of the Governing Body shall exercise their responsibilities in the interests of the College as a whole rather than as a representative of any constituency. Members shall ensure that they do not become involved in the day-to-day management of the College, except for staff or student members of the Governing Body who have specific roles within the College.

Responsibilities of the Principal

11. Subject to the Governing Body having overall responsibility, the Principal shall be responsible for:
 - a) making proposals to the Governing Body about the educational nature and mission of the College and for ensuring that the decisions of the Governing Body in this and all other regards are implemented;
 - b) providing members of Governing Body with adequate information on all of the College's affairs to enable them to comply fully and effectively with the requirements of their role;
 - c) the day-to-day organisation, direction and management of the College and leadership of staff;
 - d) the quality and performance of the College especially with regard to academic provision;

- e) the arrangements for the admission, assessment and examination of students;
- f) the development of the curriculum and programmes of staff development;
- g) the arrangements as necessary for the appointment, appraisal, suspension and dismissal of staff, other than senior staff, within the framework set by the Governing Body and the terms set out in these Articles;
- h) the preparation of annual estimates of income and expenditure, for consideration and approval by the Governing Body, and for the overall management of the budget and other resources within the estimates approved by the Governing Body;
- i) the maintenance of proper accounts and records subject to any guidance and instruction from the Department or requirements of statutory authorities, and the making available of such data as may be required to the Governing Body, the Department or other appropriate statutory body;
- j) the maintenance of student discipline and, within procedures provided for within these Articles, for the suspension and/or expulsion of students; and
- k) such other duties as may be delegated by the Governing Body, subject to the exclusions listed in paragraph 8.

PART III – PROCEEDINGS OF THE GOVERNING BODY

- 12. The Governing Body shall meet not less than four times a year and shall hold such other meetings as may be necessary. Meetings of committees of the Governing Body shall be conducted in accordance with the provisions set out in Part IV of these Articles.
- 13. The validity of any proceedings of the Governing Body, or of any committee or sub-committee of the body, shall not be affected by a vacancy amongst the members or any defect in the appointment of any member.
- 14. All meetings of the Governing Body shall be summoned by the Secretary who shall send to each member written notice of the meeting, including the agenda, at least seven calendar days in advance of the meeting.
- 15. A special meeting of the Governing Body or one of its committees or sub-committees may be called at any time by the Chair, or at the request in writing of any five members in respect of the Governing

Body. In addition, a special meeting may be called by the Internal and External Auditors where they wish to discuss the circumstances related to their removal or resignation. Where the Chair or in his absence the Vice-Chair, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as he determines.

16. Members of the Governing Body shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.
17. To assist the Governing Body in the exercise of their responsibilities senior staff of the College may, as agreed with the Principal, attend meetings of the Governing Body and its committees in an advisory capacity.

Quorum

18. The quorum for a meeting of the Governing Body shall be seven persons of whom at least five should be those persons appointed under the provisions of paragraph 2(1)(a) of Schedule 2 to the Order.
19. If the number and/or the composition of members assembled for a meeting does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting, the number or composition of members ceases to represent a quorum, then the meeting shall be terminated.
20. If for lack of a quorum a meeting cannot be held, or is terminated prematurely, the Chairman shall, if he thinks fit, cause a special meeting to be convened as soon as is convenient.

Minutes

21. Minutes shall be kept of meetings of the Governing Body and any of its committees or sub-committees. Minutes and any papers tabled at meetings of the Governing Body should be made available to all members of the Governing Body subject to confidentiality restrictions as set out in Part V and Schedule 4 of the Instrument of Government and Paragraph 23 below.
22. At every such meeting, the minutes of the previous meeting shall be taken as an agenda item, unless the members decide otherwise, and, if agreed to be accurate, shall be signed as a true record by the Chair, or, in his absence, the Vice-Chair or other member acting as Chair.
23. The minutes shall include a record of all withdrawals and re-entries as required under Part V and Schedule 4 of the Instrument of Government. Separate minutes shall be taken of those parts of

meetings from which any person has withdrawn. Such persons shall only be entitled to see the minutes of that part of the meeting if the other members of the Governing Body present agree.

Voting

24. In the absence of unanimity on a particular issue under consideration, the issue shall be decided by a majority of the votes of the members present 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. The outcome of the vote shall be recorded in the minutes.
25. On a requisition of any member, before a vote is taken, who is supported by at least one other member, the voting on any question shall be recorded so as to show whether each member present gave his vote for or against that question or abstained from voting.
26. A member may not vote by proxy, although a member may provide, through the Secretary, views to the Chair for consideration in the context of the meeting if that member is unable to attend.
27. No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

Openness and Access to Information

28. Any question as to whether a person who is not a member of the Governing Body or the Secretary may attend a meeting of the Governing Body shall be dealt with by the Chair in the first instance, subject to ratification at the meeting by the Governing Body before such person joins the meeting. In any case, the Finance Manager of the College may normally attend any meeting of the Governing Body at which the finances of the College are to be discussed and the HR Manager may similarly attend any meeting of the Governing Body at which HR or Remuneration is to be discussed.
29. Subject to paragraph 30, the Governing Body shall ensure that copies of agendas and of approved minutes, excluding reserved business, are published on the College's website.
30. Paragraph 29 is subject to the provisions of the Data Protection Act 1998, the Freedom of Information Act 2000, the Environmental Information Regulations 2004 and other associated access to information legislation.
31. A copy of these Articles shall be given to every member of the Governing Body, and will be made available during normal office

hours at the College to any person wishing to inspect it and be published on the College's website.

Allowance to Members

32. The Governing Body may pay travelling and subsistence expenses claimed by members of the Governing Body undertaking approved College business including attendance at governor training events and conferences providing their attendance has previously been agreed. Any such payments shall be subject to the terms and conditions specified in the College Scheme for the payment of Travelling Expenses.

Evidence of Documents

33. In any legal proceedings, a document purporting:-
 - (a) to be a document made or issued by the Governing Body; and
 - (b) to be duly executed under the seal of the body; or to be signed by the Chair of the Governing Body or the Principal, shall be received in evidence and shall be treated, without further proof, as being so made or issued unless the contrary is shown.
34. In any legal proceedings, an extract from the minutes of the proceedings of any meeting of the Governing Body signed by the Chairperson or the Principal shall be evidence of the matters stated therein.

PART IV – COMMITTEES OF THE GOVERNING BODY

35. To assist the Governing Body and the Principal in the exercise of their responsibilities, the Governing Body shall arrange for the setting up of an appropriate committee structure in accordance with the provisions of these Articles.
36. Neither the staff members nor the student member of the Governing Body shall be eligible for membership of any committee or sub-committee of the Governing Body.
37. Committees of the Governing Body shall be chaired by a member of the Governing Body appointed under paragraph 2(1)(a) of Schedule 2 to the Order. The Chairs of the Committees shall be appointed by the Governing Body.
38. Except as otherwise provided in these Articles, the terms of reference, membership and reporting arrangements of any committee or sub-committee shall be subject to the approval of the Governing Body.

39. In the absence of unanimity on a particular issue under consideration by any committee, the procedures set out in paragraphs 24 to 27 shall apply.
40. The minutes of the meetings of any committee established by the Governing Body shall be circulated to all members of the Governing Body. Minutes of meetings of committees shall be submitted to the Governing Body for consideration and adoption at the meeting of the Governing Body following the meeting of the committee, subject to the confidentiality restrictions set out in Part V and Schedule 4 of the Instrument of Government and Paragraph 23 of these Articles.

Finance and General Purposes Committee

41. The Governing Body shall, in accordance with arrangements which it shall determine, establish a Finance and General Purposes Committee, comprising at least four members of the Governing Body of whom all shall be members appointed under paragraph 2(1)(a) of Schedule 2 to the Order. The Committee may have in attendance such other officers of the college as considered appropriate by the Governing Body.
42. The quorum of the Committee shall be three members.
43. The Committee shall meet at least four times per year and, subject to the provisions of these Articles, determine or advise the Governing Body on such matters as the Governing Body may from time to time remit to it, including in particular:
 - a) matters relating to the finances, estimates and budgets and the presentation of the Accounts of the College;
 - b) Estate management, acquisition and development or disposal and the efficient utilisation of the estate and other physical resources in delivery of the College's strategies and Mission.

Audit and Risk Assurance Committee

44. The Governing Body shall, in accordance with arrangements which it shall determine and with such guidance as the Department may provide, establish an Audit and Risk Assurance Committee comprising at least three members appointed under paragraph 2(1)(a) of Schedule 2 to the Order.
45. The Chair of the Audit and Risk Assurance Committee shall be a member of the Governing Body appointed under the provisions of paragraph 2(1)(a) of Schedule 2 to the Order but shall not also be the Chair of the Governing Body or the Chair or a member of any other committee of the Governing Body. Similarly, no other member of the

Audit and Risk Assurance Committee shall be a member of any other committee of the Governing Body.

46. The Principal, the Secretary to the Governing Body, the Head of Finance and the Internal Auditor should be required to attend meetings of the Audit and Risk Assurance Committee. The External Auditor should be required to attend when an External Audit Report and the College's end of year Accounts are being considered. The Committee may also have in attendance such other officers of the College and other professional advisers as are considered appropriate.
47. The quorum of the Committee shall be two members including the Chair.
48. The Audit and Risk Assurance Committee is authorised by the Governing Body to investigate any activity within its terms of reference and all staff and members of the Governing Body are required to co-operate with the Committee. The Committee shall provide a channel of communication from the College's auditors, which is not controlled by the College management. In particular it shall ensure that the internal systems, including audit activities, of the College are monitored actively, independently and objectively, in order to:
 - a) promote and ensure high standards of propriety, accountability and financial management within the College;
 - b) improve the quality of financial reporting by reviewing internal and external financial statements on behalf of the Governing Body;
 - c) promote a climate of financial discipline and control which will help to reduce the opportunity for financial mismanagement;
 - d) improve where necessary, the effectiveness of the College's internal controls and mechanisms for achieving value for money and the extent to which these comply with requirements set down by the Department;
 - e) reinforce the independence and effectiveness of the internal audit function and to underpin the objectivity and independence of the external auditors;
 - f) advise on the reliability of the College's information systems;
 - g) provide a sounding board for College management on issues of concern in relation to the College's internal control systems; and

- h) contribute to the maintenance or increasing of public confidence in the quality of the College's corporate governance and management, including risk management.
49. The Audit and Risk Assurance Committee shall meet at least four times a year.
50. The Audit and Risk Assurance Committee shall report to the Governing Body after each meeting and shall prepare an annual report to the Governing Body. The annual report should record the work of the committee and include a review of the internal and external audit of the College together with any other audit related activities such as value for money investigations. Following approval by the Governing Body a copy of the annual report shall be submitted to the Department.

HR and Remuneration Committee

51. The Governing Body shall establish a Human Resource (HR) and Remuneration Committee to support it with its responsibilities in respect of remuneration and Human Resource Policy and Strategy in the College.
52. The Chair of the Committee shall be a member of the Governing Body appointed under the provisions of paragraph 2(1)(a) of Schedule 2 to the Order but shall not also be the Chair of the Governing Body. Membership shall be the Chair and Vice-Chair of the Governing Body and two other members. The Principal may be invited to attend the Committee at the request of the Chair where attendance is appropriate for example for the consideration of salaries and performance awards other than his/her own. Professional advisers may also be invited to attend on matters requiring expert advice.
53. The quorum of the Committee shall be three members including the Chair.
54. The Committee shall:
- a) consider and report to the Governing Body on planning for and retaining College staffing resources.
 - b) consider, report and as appropriate make recommendations to the Governing Body on College Human Resource Management policies, procedures and good practice.
 - c) monitor, in line with the College annual business plan the Human Resource performance of the College.

- d) monitor, in line with the annual business plan, staff training, organizational development and organizational health.
- e) monitor the effectiveness of the College performance management system.
- f) following consultation between the Chair and the Vice-Chair of the Governing Body, receive a report on the annual performance appraisal of the College Principal.
- g) approve the annual objectives and remuneration of the College Principal and senior staff.
- h) undertake such functions as determined by agreed College employment policies and procedures e.g. the College Discipline and Grievance Procedures.
- i) undertake such other duties as may, from time to time, be determined and delegated by the Governing Body.

In relation to the above items a) - i) the Committee will receive, as appropriate, reports, advice and recommendations from the College Principal.

Search Committee

- 55. The Governing Body may from time to time set up a Search Committee to assist it in identifying members for recommendation to the Department for co-option to the Governing Body.

Temporary Committees

- 56. The Governing Body may from time to time set up other committees of itself which are of a temporary and ad-hoc nature; but any committee which is for other than a short-term need, shall only be established after these Articles have been amended accordingly and approved by the Department.

PART V – LEARNING, TEACHING AND RESEARCH

- 57. The Governing Body shall establish an Education Committee to further the learning, teaching and research objectives of the College.
- 58. The Committee shall comprise a Chair and at least one Member of the Governing Body, all of whom shall be members appointed under the provisions of paragraph 2(1)(a) of Schedule 2 to the Order. The Chair of the Governing Body may also join the Committee from time to time.

59. The Principal, the Vice-Principal should be required to attend meetings of the Committee. The Committee may also have in attendance such other officers of the College and other professional advisers as are considered appropriate.
60. The quorum of the Committee shall be two members including the Chair.

The Committee shall:

- a) recommend to the Governing Body approval of the College's Corporate and Business Plans and review and report progress to the Governing Body on the implementation of such plans;
- b) receive and consider reports appropriate to the College's mainstream academic activities, including External Examiners' Reports; results from Degree examinations; benchmarking data with other Higher Education Institutions; reviews of quality, cost effectiveness, staff and research successes; and review of local, regional, national and international relationships and successes;
- c) recommend new teaching provision/academic organisation;
- d) review student statistics, admissions and the Selection Report;
- e) review the development of the curriculum and programmes of staff development;
- f) receive and act on behalf of the Governing Body on issues arising at and delegated from the Governing Body meetings (and all such matters as may be deemed important from time to time) with recommendations for consideration by the Principal and/or for action or further consideration by the Governing Body.

PART VI – APPOINTMENT AND PROMOTION OF STAFF

61. The Governing Body has overall responsibility for determining the size and structure of the College's staffing complement in order to deliver its mission and maintain the character of the College. In exercising this responsibility, the Governing Body shall have regard to its financial, human and physical resources.
62. It shall be the responsibility of the Governing Body to ensure that each member of staff shall serve under a contract of employment with the Governing Body. In particular, the Governing Body shall

ensure that all procedures, and their application, in relation to the appointment and remuneration of senior staff shall comply with industrial relations and equal opportunity legislation.

63. Appointments to the post of Principal and other senior staff shall be made in accordance with procedures determined by the Governing Body.

PART VII – CONDUCT, DISCIPLINE AND GRIEVANCE CODE AND DISMISSAL OF STAFF

64. The Governing Body, after consultation with staff representatives, shall approve a Code of Conduct and a Disciplinary and Grievance Code setting out the standards of behaviour expected of staff and the procedure to be followed should they be breached.

PART VIII – STUDENTS

65. The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Governing Body and shall present audited accounts annually to the Governing Body. No amendment to or rescission of that constitution, in whole or in part, shall be valid until approved by the Governing Body.
66. The Governing Body, after consultation with the staff and with representatives of the students, shall approve a disciplinary code setting out a Code of Conduct and behaviour expected of all students and the procedures to be followed should the Code be breached.

PART IX – FINANCE

Accounts and Audit

67. The Governing Body shall set up, and review from time to time, arrangements for:
 - a. the keeping of proper accounts and proper records in relation to the accounts on behalf of the Governing Body; and
 - b. the accounts to be prepared and audited in respect of each financial year in such manner as the Department may direct and for the accounts to be submitted to the Department on or before such date as the Department may direct.
 - c. the keeping of proper statistics, particularly those used in the determination of the level of funding of the College.

68. The accounts shall separately identify those transactions in which a member of the Governing Body had a material interest and shall include details of the transaction and the name of the member or members involved.
69. The financial year for the College shall be the twelve monthly period ending on 31 July.
70. The Comptroller and Auditor General shall have the right of access to the books, accounts and records of the Governing Body.

Financial Management

71. The financial administration of the College shall be conducted in accordance with the Order, the Financial Memorandum and any other instructions, requirements or directions issued by the Department.
72. The Governing Body shall determine the tuition and other fees payable to the College, subject to any conditions specified by the Department.

PART X – MISCELLANEOUS

Corporate Seal

73. The Governing Body shall make appropriate arrangements for the custody and for the authentication of the seal of the Governing Body.

Rules and Standing Orders

74. The Governing Body shall have power to make rules and standing orders concerning such matters with regard to the governance and conduct of the College as it thinks fit. Such rules and standing orders shall be subject to the provisions of these Articles.

Copies of Articles of Government, Rules and Standing Orders

75. A copy of these Articles and of any rules and standing orders shall be given to every member of the Governing Body, and shall be made available during normal office hours at the College to any person wishing to inspect them and be published on the College's website.

Amendment to Articles of Government

76. These Articles may be modified or replaced only with the approval of the Department subject to Article 5 of the Order.

PART XI – DATE OF COMMENCEMENT OF ARTICLES OF GOVERNMENT

77. These Articles shall apply with effect from 1 January 2016.

Signed and sealed Desmond Rea Date 1 Dec 2015

Chair



On behalf of the Governing Body of Stranmillis University College



Signed and sealed Sian Kew Date 15th Dec 2015

Director, Higher Education Division (Acting)

On behalf of the Department for Employment and Learning

