

# **ROYAL NORTHERN COLLEGE OF MUSIC**

## **ARTICLES OF GOVERNMENT**

In exercise of the powers conferred upon it by Section 124E of the Education Reform Act 1988, the Royal Northern College of Music, being a higher education corporation, makes the following Articles of Government, in accordance with which the Royal Northern College of Music shall be conducted:

### **1. DEFINITIONS AND INTERPRETATION**

In these Articles, the following words and expressions shall have the meanings indicated in this paragraph, unless the context requires otherwise:

"the Corporation" means the Royal Northern College of Music Higher Education Corporation;

"the College" means the Royal Northern College of Music, which the Corporation has been established to conduct;

"the Secretary of State" means the Secretary of State having responsibility for the Department of Government under which the College is from time to time regulated;

"the Office for Students" means the Office for Students as provided for by the Higher Education and Research Act 2017;

"the Instrument" means the Instrument of Government of the Corporation;

"the Articles" means these Articles of Government in accordance with which the College is conducted;

"the Board of Governors" (hereinafter "the Board") means the members of the Corporation, or the Board of Governors of the College, as the context requires;

"the Principal" means the Principal of the College appointed by the Board under the Articles as the chief executive officer of the College;

"the Clerk" means the person appointed to the office of Clerk to the Board under the Articles;

"the Academic Board" means the Academic Board of the College constituted in accordance with the Articles;

"the holders of senior posts" means the Principal, the Clerk and the holders of such other senior posts as the Board may determine, and "holder of a senior post" shall be construed accordingly;

"the staff" includes both teaching and non-teaching staff of the College;

"the Students' Union" means an association of the generality of students formed to further the educational purposes of the College and the interests of students as students, and recognised as such by the Board.

"Regulations" mean rules or bye-laws, or other policies and procedures enacted by the Board in pursuance of these Articles, and "Regulation" shall be construed accordingly.

### **2. THE COLLEGE AND THE CONDUCT OF ITS BUSINESS**

- (1) The purpose of the College is to educate and train musicians to the highest level in an environment that is both stimulating and rich in opportunity, for the benefit of individuals and society at large (hereinafter the "Purpose").
- (2) The College shall be conducted in accordance with the provisions of the Education Acts 1944 to 1996, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any Regulations made under them.
- (3) By order of the Privy Council made pursuant to Section 76(1) of the Further and Higher Education Act 1992, the College is an institution deemed to be competent to grant awards in accordance with sub-paragraphs (2)(a) and (4), and in the manner specified in sub-paragraphs (5) and (6) of the aforesaid Act.
- (4) The work of the College shall be carried on in a spirit of tolerance and collegiality, academic freedom, mutual respect and concern, and openness responsibly exercised within the law. In particular, the Board shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured within the College. In the conduct of its business and affairs generally, the admission of students, the granting of any award, and the appointment of staff or other persons to its service, the College shall treat all persons with fairness and equality of opportunity, regardless of their personal characteristics or circumstances and of their opinions lawfully expressed, and shall comply with the principles of natural justice and the applicable provisions of the European Convention on Human Rights.

### **3. THE RESPONSIBILITIES AND POWERS OF THE BOARD**

- (1) In pursuance of its function as the Governing Body of the College, the Board shall exercise all the powers and discretions of the College, save to the extent that such exercise is within the authority assigned by these Articles to the Academic Board.
- (2) As may be provided for by the Instrument and these Articles, or otherwise in a manner of its own choosing, subject to the aforesaid authority assigned to the Academic Board, and in accordance with public interest governance principles the Board shall:
  - (a) in furtherance of the Purpose of the College, and in consultation with the Academic Board, keep under regular review the strategic direction of the College and, as a consequence, determine the educational character and mission of the College and its short, medium and long-term strategic objectives;
  - (b) appoint the Principal of the College (and any person to act in his/her stead pending such appointment) and the Clerk to the Board (as provided for in Article 7) and arrange for the periodic appraisal of the appointees;
  - (c) in the manner provided for in Article 9, delegate authority to the Principal, as chief executive officer, for the academic, corporate, financial, estate and human resources management of the College, and establish and keep under regular review the policies, procedures and limits within which such management functions will be carried out by and under the authority of the Principal;
  - (d) establish a process to monitor and evaluate the performance and managerial effectiveness and efficiency of the College in achieving strategic objectives

within the operational limits. In pursuance of this function, to ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment and management, so as to maintain the solvency of the College and safeguard its assets.

- (e) conduct its own business in accordance with current best practice in public sector corporate governance and, as provided for by the Instrument, appoint and constitute such committees in furtherance thereof as it may from time to time deem to be appropriate, but which shall include an audit committee, finance committee, nominations committee and remuneration committee;
- (f) as the principal financial authority of the College, be responsible for the solvency of the College and the Corporation and for the safeguarding of their assets. In pursuance of this function, it shall approve the annual estimates of income and expenditure and cause proper books of account to be kept for all monies received and expended by the College and its subsidiary undertakings, and of the assets and liabilities of the College, both as beneficial owner and trustee;
- (g) ensure that there are adequate and effective arrangements in place to ensure that public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and stakeholders;
- (h) act as trustee of any property, legacy, endowment, bequest or gift for purposes of scholarship, learning, teaching or research, whether in the College or elsewhere, or otherwise in furtherance of the Purpose of the College;
- (i) be the employing authority for all staff of the College and for all other persons or organisations contracted to provide services to the College, including the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts, and setting a framework for the pay and conditions of service of all other staff;
- (j) appoint persons to represent the College in pursuance of any powers conferred on the College otherwise than under the Instrument and these Articles;
- (k) promote equality of opportunity and diversity for members of staff and students;
- (l) ensure that arrangements are in place for the compliance by the College and its staff and students with College policy made pursuant to the requirements of safeguarding, health and safety, equality and diversity, counter-terrorism (the *Prevent Strategy*), and freedom of speech legislation from time to time in force, and to monitor their effectiveness.
- (m) ensure that arrangements are in place to ensure that all students have the opportunity to engage with the governance of the College;
- (n) make such provision as it may see fit for the residence of the students and, in consultation with the Academic Board, for their general welfare;
- (o) at such times as it may see fit, to require the Academic Board to provide evidence that the principles of academic governance provided for in these Articles, or any Regulation made pursuant thereto, are being properly upheld

and exercised;

#### **4. THE ACADEMIC BOARD: CONSTITUTION, RESPONSIBILITIES AND POWERS**

- (1) There shall be an Academic Board of the College which, subject to these Articles and the authority of the Board, shall be the principal academic authority of the College and be responsible for the regulation and superintendence of the education and academic progress of the students of the College, and for the promotion of research.
- (2) The composition of the Academic Board shall be prescribed by Regulation, but it shall have no more than thirty members and shall include the Principal. At least half the membership must be drawn from members of the academic and related staff occupying positions of seniority at, or higher than, Head of School. The remaining members shall include other members of the academic and related staff, and students, and may include co-opted members. The terms of, and procedures for, the appointment of members, and the arrangements for meetings, shall be prescribed by Regulation.
- (3) The Principal shall take the Chair at meetings of the Academic Board, but may appoint a deputy from amongst the membership to take the Chair in his/her absence.
- (4) The Academic Board shall exercise the authority assigned to it elsewhere in these Articles and, in addition, in pursuance of its function as principal academic authority of the College, shall have the following responsibilities, subject where appropriate to the requirements of validating and accrediting bodies:
  - (a) to formulate, and keep under regular review, the academic strategy of the College and to make such recommendations to the Board as may be requisite for its implementation;
  - (b) to promote scholarship, learning, teaching and research;
  - (c) to superintend and regulate the recruitment, selection, admission, education, and assessment of the students of the College and to grant awards pursuant to Article 11.
  - (d) to monitor and maintain academic standards, to monitor and enhance the quality of academic provision, and to review existing and approve new programmes of study;
  - (e) to make recommendations to the Board for the appointment of the external examiners of the College;
  - (f) to establish, modify or revise schemes for the academic structure and organisation of the College, and to make such recommendations to the Board as may be requisite for their implementation;
  - (g) to establish, modify or revise schemes for collaborative educational provision with external partner organisations, in a manner prescribed by Regulation, and to make such recommendations to the Board as may be requisite for their implementation, and to supervise such provision;
  - (h) conduct its own business in accordance with current best practice in public sector academic governance and appoint and constitute such committees in

furtherance thereof as it may from time to time deem to be appropriate;

- (i) to do such other things as the Board may authorise.
- (5) At the request of the Board, it shall be the duty of the Academic Board to provide such evidence as the Board may seek that the principles of academic governance set out above and required by these Articles, or any Regulation made pursuant thereto, are being properly upheld and exercised.

## **5. THE PRINCIPAL: RESPONSIBILITIES AND POWERS**

- (1) The Principal shall be appointed by the Board following consultation with the Academic Board, and shall hold office for such period and under such terms and conditions as the Board shall determine.
- (2) The Principal shall be responsible to the Board for:
  - (a) the leadership and the effective and efficient organisation and management of the College;
  - (b) the conduct of the business of the College generally and for the achievement of institutional objectives, as provided for in Article 9;
  - (c) making proposals to the Board relating to the educational character and mission of the College, and for implementing the decisions of the Board;
  - (d) the maintenance of student discipline, subject to and in accordance with the provisions of these Articles.
- (3) The Principal shall take the Chair at meetings of the Academic Board and shall report to the Board, at such times as the Board may require, on the academic work of the College and the strategic development thereof.
- (4) In fulfilment of these responsibilities, the Principal shall establish, with a composition and in a manner satisfactory to the Board, a management team to assist him/her in fulfilling the functions of the office.
- (5) The Principal may resign in writing addressed to the Board.

## **6. THE PRESIDENT OF THE COLLEGE**

- (1) There shall be a President of the College appointed by the Board for such period and on such terms as it may from time to time determine.
- (2) The role of the President is an honorary appointment. In this capacity, the President shall not receive any remuneration for the work they undertake. The President may however undertake professional work on a consultancy basis which is not directly related to their honorary appointment.
- (3) The President shall, if present, preside over Congregations of the College for the conferment of awards. The President may also undertake such duties of a ceremonial, formal, or other related nature, as the Board may from time to time request or sanction.

## 7. THE CLERK TO THE BOARD

The Board shall appoint a Clerk to the Board for such period and on such terms as it may from time to time determine.

## 8. MEETINGS OF THE BOARD AND THE ACADEMIC BOARD; CONDUCT OF BUSINESS AND DELEGATION OF AUTHORITY

- (1) Subject to the Instrument and to these Articles, the Board and the Academic Board shall each have power to make, amend or revoke standing orders governing the proceedings of their meetings and the conduct of their business, including arrangements provided for below for the delegation of their respective powers. In the case of the Academic Board, the exercise of this power shall be subject to any amendment or addition the Board may require. The membership of students, and their attendance at meetings, of the Board and the Academic Board, and of any committees (or other bodies) appointed under the provisions of paragraph (6) below, shall be subject to their compliance with the arrangements for the conduct of reserved business as prescribed from time to time by Regulation.
- (2) Meetings of the Board and the Academic Board may be summoned by the direction of their respective presiding officers, or on such other authority and in such manner as may be prescribed in any standing orders as may have been made as aforesaid, and shall be so summoned at least once in every academic year.
- (3) In order for meetings of the Board to be quorate, a majority of independent members must always be present, subject to at least half of the total number of members being present.
- (4) No act or resolution of the Board or the Academic Board shall be invalid by means of:
  - (a) any vacancy in its membership;
  - (b) any invalidity in the election or appointment of any *de facto* member whether present or absent;
  - (c) any accidental failure of the College to give to any person or of any person to receive notice of a meeting.
- (5) Members of the Board or the Academic Board shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, and shall declare any conflicts of interest, according to procedures set out in Regulation.
- (6) Subject to these Articles, the Board and the Academic Board may establish committees or other deliberative or advisory bodies, singly or jointly, consisting of such persons (including students) as they may think fit, whether staff or lay members, or not. The duties and powers of such committees shall be such as the Board or the Academic Board, or both, as appropriate, shall from time to time direct. The generality of paragraph (4) of this Article shall apply to such bodies appointed as aforesaid. The Chair of the Board and the Principal may attend *ex officio* such meetings of committees or other bodies appointed (in whole or in part) by the Board as they may see fit (not otherwise being members). The Principal may attend *ex officio* such meetings of committees or other bodies appointed (in whole or in part) by the Academic Board as he/she may see fit (not otherwise being a member).

- (7) Subject to these Articles, the Board and the Academic Board may by resolution delegate to any person, or to any committee or other body established under paragraph (6) above, such of its own powers as it thinks fit, and such person, committee or other body may deal with any powers so delegated, subject, except as provided for under paragraphs (9), (10) and (11) below, to subsequent report to the delegating body. Provided that nothing in this paragraph shall enable the Board to delegate its powers in relation to the following:
  - (a) the determination of the educational character and mission of the College;
  - (b) the approval of the annual estimates of income and expenditure;
  - (c) ensuring the solvency of the College and the Corporation and the safeguarding of their assets;
  - (d) the appointment or dismissal of the Principal and the Clerk; and
  - (e) the variation, replacement or revocation of the Instrument or these Articles of Government.
- (8) Any person, committee or other body to whom powers have been delegated as aforesaid shall, unless specified otherwise, have the power of sub-delegation.
- (9) Subject to these Articles, the Board may delegate, without any requirement of confirmation or report, to a committee (jointly with the Academic Board, or not, as the case may be) of which no students shall be members, or to a particular person not a student, the power to appoint, promote, dismiss or to determine the responsibilities, duties, remuneration or terms and conditions of office of a member or category of members of staff, other than offices specifically designated by these Articles.
- (10) Subject to these Articles and the Regulations, the Board may delegate to the Principal, without any requirement for confirmation or report, all or any of the powers he/she is required to exercise consequent upon the arrangements made pursuant to Article 9;
- (11) Subject to these Articles, the Academic Board may delegate, without any requirement of confirmation or report, to:
  - (a) a committee of members appointed by the Academic Board, the power to exercise the provisions of Article 14, paragraph (3);
  - (b) a committee or committees of which no students shall be members, or to a person or persons, not being students, the power to:
    - (i) admit a student to the College;
    - (ii) determine the conduct of the assessment of a student and the results of any form of academic or professional assessment of the work of a student.
- (12) The Board and the Academic Board may at any time, by resolution:
  - (a) revoke any delegation of powers granted in the manner of the preceding paragraphs, but such revocation shall not affect the validity or authority of any

decision or action taken whilst such delegation was in force;

- (b) discharge any committee or other body established under paragraph (6) above.

## **9. THE MANAGEMENT OF THE COLLEGE**

- (1) Pursuant to the provisions of the Instrument, and subject to the responsibilities of the Academic Board as provided for in these Articles, the Board shall require the Principal to establish, where appropriate in consultation with the Academic Board and such academic or related officers as may be required, policies, operational limits and processes satisfactory to the Board (and as required, the Academic Board), and where appropriate provided for elsewhere in these Articles, or by Regulation, for the following managerial functions, always in furtherance of the Purpose of the College:
  - (a) academic management;
  - (b) corporate, financial and estate management;
  - (c) human resources management.
- (2) In consultation with the Principal and, as appropriate, the Academic Board, the Board shall determine and keep under review the component areas of the above managerial functions, which shall be set out in Regulation.

## **10. THE AUDITORS**

- (1) The Board shall appoint an auditor or auditors. Every such auditor shall be in the active practice of his or her profession and shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by the Secretary of State so designated for the purposes of paragraph (a) of subsection (1) of section 389 of the Companies Act 1985 (or any statutory provision amending or replacing the same). No person shall be appointed auditor who is, or any one of whose partners or employees is, a member of the Board of the College or the holder of an appointment therein.
- (2) The auditor or auditors may hold office for up to three years and shall be eligible for re-appointment and shall receive such remuneration as may be determined by the Board.

## **11. AWARDS GRANTED BY THE COLLEGE**

- (1) Subject to the provisions of this Article, the Academic Board may grant awards to, and authorise the conferment of such awards on, students who have, under conditions prescribed by Regulations made by the Academic Board pursuant to the provisions of Article 15, completed the programmes of study so prescribed and satisfied the examiners in the examinations and such other forms of assessment as have been prescribed, provided that at least one external and independent examiner shall have been appointed, in accordance with these Articles, for examinations or assessments comprising the programme of study prescribed for the award. The provisions of this paragraph shall also apply to students of those institutions whose programmes of study are validated by the College for the grant of its awards under arrangements prescribed by Regulation.



- (2) The Academic Board may grant awards jointly with other institutions of higher education having the power to award such qualifications to persons who otherwise have fulfilled the conditions of paragraph (1) of this Article.
- (3) The Academic Board may, in circumstances specified by Regulation made pursuant to Article 15, grant to and authorise the conferment of an award on a student who has been prevented by illness or other sufficient cause from beginning or completing the final examination or assessment.
- (4) The Academic Board may grant awards certifying proficiency to persons not students of the College or who are not otherwise subject to paragraph (1) of this Article, in recognition of satisfactory completion of courses of instruction provided by the College as part of any form of non-award bearing provision it may offer to the general public.
- (5) The Board may, on the recommendation of the Academic Board, grant awards *honoris causa* to, and authorise their conferment on, persons of distinction, or persons who have given distinguished service to the College. These may also be made jointly with other institutions of higher education having the power to grant such awards;
- (6) Awards granted in the manner of the preceding paragraphs of this Article may be conferred by the President, the Principal, or by any member of the Academic Board duly authorised by the Principal.
- (7) The Board may, on the recommendation of the Academic Board, and for good cause shown, deprive persons of any award granted to them by the College. Before any such recommendation is submitted to the Board, the person concerned shall be given a reasonable opportunity to appear before and state his or her case to a committee appointed by the Board and the report of such committee shall be placed before the Board for consideration.

**12. STAFF: APPOINTMENT, CONDUCT, DISCIPLINE, DISMISSAL, GRIEVANCE PROCEDURES AND RELATED MATTERS**

- (1) This Article and any Regulations made under it shall be applied and construed in every case to give effect to the following guiding principles:
  - (a) to enable the College to provide education, promote learning and engage in research efficiently and economically;
  - (b) to ensure that members of academic staff have freedom (referred to as 'academic 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 privileges;
  - (c) to apply the principles of justice and fairness.
- (2) Each member of staff shall serve under a contract of employment with the Corporation. New and replacement appointments (other than to senior posts) shall be filled following procedures for making appointments approved by the Board and set out in Regulation.
- (3) After consultation with the staff, the Board shall make rules, set out in Regulation, relating to the conduct of staff.

- (4) The Board shall prescribe by Regulation disciplinary procedures for members of staff, including the holders of senior posts, which shall in all cases provide for a process of appeal. However, nothing in this Article or the Regulation aforementioned shall prevent cases of misconduct or unsatisfactory performance being resolved using informal procedures, rather than through the use of the formal procedures provided for above.
- (5) After consultation with the staff, the Board shall prescribe by Regulation procedures according to which staff may seek redress of any grievances relating to their employment.

### **13. THE STUDENTS' UNION**

- (1) There shall be a Students' Union of the College ('the Union').
- (2) The Union shall comply with all relevant legislation and specifically the terms of the Education (No. 2) Act 1986 and the Education Act 1994 (or any statutory provision amending or replacing the same), and shall have a written constitution which shall be subject to the approval of the Board and reviewed by the Board at intervals of not more than five years. The Union shall operate according to principles of choice, fairness, democracy and accountability and without distinction on grounds of age, beliefs, disability, gender, race, sexual orientation or any other characteristic, physical, mental or otherwise.
- (3) The Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board and shall present audited accounts annually to the Board. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board.

### **14. CONDUCT, DISCIPLINE AND ACADEMIC PROGRESS OF STUDENTS**

- (1) Every student shall maintain at all times and in all places an acceptable standard of conduct and shall comply with such regulations relating thereto as shall have been made by the College or by the authorities of any institution or organisation which a student may be required to work in or visit as part of his or her prescribed programme of study.
- (2) After consultation with the Academic Board and the students, the Board shall prescribe by Regulation disciplinary procedures for students, which shall include provision for the exercise of summary powers by designated officers, procedures for the suspension or expulsion of students and a process of appeal.
- (3) The Academic Board shall have the power to expel or suspend or to exclude from programmes of study any student reported by a Board of Examiners for failure in prescribed assessments or failure to meet other academic or professional requirements of the programme, in accordance with procedures prescribed by Regulation. These shall include a process of appeal to the Academic Board, provided that any part of such appeal which questions the judgement of those duly charged with the responsibility for assessing a student's academic performance or professional conduct shall not be acceptable to the Academic Board.

### **15. REGULATIONS AND GENERAL PROVISIONS RELATING THERETO**

- (1) Subject to these Articles and to paragraph (2) below, the Board may make and from time to time amend or repeal, Regulations governing any matters for which it considers Regulations ought to be made, provided that any Regulation dealing with a matter that is within the purview of the Academic Board shall not be made, amended or repealed until the Academic Board shall have had the opportunity of expressing an opinion thereon, and it shall be the duty of the Board to consider such opinion.
- (2) Subject to these Articles, the Academic Board may, after report from the Principal, make and from time to time amend or repeal, Regulations prescribing:
  - (a) the programmes of study, assessments and other requirements for the granting of awards;
  - (b) the arrangements governing the recruitment, selection, admission, education, and assessment of students of the College, or on any other academic matter not covered by (a) above;
  - (c) subject to any conditions which are for the time being binding upon the College, the conditions and manner of award of any fellowships, scholarships, prizes or other grants for the encouragement of research, scholarship, learning and teaching.

## **16. AMENDMENT OF ARTICLES**

- (1) The Corporation may vary, replace or revoke these Articles by a resolution of the Board, as provided for by Section 124E(3) of the Act, but it shall not make any such changes which would result in the Corporation ceasing to meet the public interest governance condition required by Section 14(1) of the Higher Education and Research Act 2017, or (but for Section 125A of the Education Reform Act 1988) would result in the Corporation ceasing to be a charity.
- (2) A Resolution of the Board varying, replacing or revoking these Articles for the time being in force shall be a motion passed at a meeting of the Board provided that:
  - (a) the motion has been accepted by not less than two-thirds of the members present and voting;
  - (b) the motion shall not be considered for approval by the Board until any individual or body expressly and specifically affected by the motion each has had an opportunity to express an opinion thereon, and it shall be the duty of the Board to consider such an opinion.
- (3) Any amendment to these Articles shall be notified to the Office for Students.

## **17. COPIES OF ARTICLES OF GOVERNMENT AND REGULATIONS**

A copy of the Articles currently in force shall be provided to each member of the Board and made available for inspection to every member of staff and every student. Regulations made pursuant to these Articles shall be made available for inspection to each member of the Board, to every member of staff and to every student.