

University of Bristol

Statutes

1 Composition of the Board of Trustees

1.1 The Board of Trustees shall comprise the following members:

1.1.1 **"Independent Trustees"**, who may not be members of Staff, who shall be:

- (a) **"Nominated Trustees"**, being up to sixteen individuals appointed by the Board of Trustees, following consideration of nominations made by the Nominations Committee; and
- (b) the **"Alumni Association Trustee"**, being one member of the Alumni Association, appointed as prescribed by Ordinance.

1.1.2 The following **"University Trustees"**, who shall be:

- (a) the Vice-Chancellor;
- (b) a Deputy Vice-Chancellor or Pro Vice-Chancellor, nominated by the Vice-Chancellor;
- (c) **"Academic Trustees"**, being between one and three members of academic Staff, appointed as prescribed by Ordinance; and
- (d) **"Professional Services Trustees"**, being between one and two members of professional services Staff, appointed as prescribed by Ordinance.

1.1.3 **"Student Trustees"**, being between one and two Students or Full-time Officers, appointed as prescribed by Ordinance.

1.2 Subject to Statute 1.2.6, Trustees shall hold office for the following terms:

1.2.1 Independent Trustees

- (a) An Independent Trustee shall hold office for a term of three years, but the Board of Trustees may determine that any term of an Independent Trustee should be shorter or longer (up to a maximum of four years) in order to facilitate succession planning for the Board of Trustees.
- (b) At the end of a term, an Independent Trustee shall be eligible for reappointment. Subject to Statute 1.2.1(c) and (d), an Independent Trustee may serve in office for a maximum of nine years in total.
- (c) An Independent Trustee who has served in office for a total of nine years shall be eligible for reappointment for one further term of one year if, on the recommendation of the Nominations Committee, the Board of Trustees resolves that it would be in the best interests of the University for the Independent Trustee to be reappointed.
- (d) An Independent Trustee serving as the Chair who has been reappointed for a term of one year in accordance with Statute 1.2.1(c) may be reappointed for a further term of up to one year, to be determined by the Board of Trustees on their reappointment, if the Board of Trustees considers that exceptional circumstances apply which mean that it would be in the best

interests of the University for the Independent Trustee serving as the Chair to be so reappointed.

1.2.2 The Vice-Chancellor

- (a) The Vice-Chancellor shall hold office as a Trustee for as long as they hold office as Vice-Chancellor of the University.
- (b) The term of office of the Vice-Chancellor shall terminate with immediate effect upon their ceasing to hold office as Vice-Chancellor of the University.

1.2.3 Deputy Vice-Chancellor or Pro Vice-Chancellor

- (a) A Deputy Vice-Chancellor or Pro Vice-Chancellor appointed in accordance with Statute 1.1.2(b) shall hold office as a Trustee for a term to be determined by the Board of Trustees on their appointment (or, as the case may be, reappointment) and subject to such criteria in relation to reappointment as the Board may subject to Statutes 1.1.2(b) and 1.2.3(b) determine.
- (b) The term of office of a Deputy Vice-Chancellor or Pro Vice-Chancellor shall terminate with immediate effect upon their ceasing to hold office as a Deputy Vice-Chancellor or Pro Vice-Chancellor of the University.

1.2.4 Academic Staff Trustees and Professional Services Trustees

- (a) Academic Staff Trustees and Professional Services Trustees shall hold office for terms of up to three years. The Board of Trustees shall determine the length of an Academic Trustee or a Professional Services Trustee's term on their appointment (or, as the case may be, reappointment).
- (b) At the end of a term, an Academic Trustee or Professional Services Trustee shall be eligible for reappointment, subject to serving in office for a maximum of nine years in total.
- (c) The term of office of an Academic Trustee or a Professional Services Trustee shall terminate with immediate effect upon their ceasing to be a member of the academic Staff or the professional services Staff, as the case may be.

1.2.5 Student Trustees

- (a) Student Trustees shall hold office for a term of up to three years, such term to be determined by the Board of Trustees on their appointment (or, as the case may be, reappointment).
- (b) At the end of a term, a Student Trustee shall be eligible for reappointment, subject to serving in office for a maximum of three years in total.
- (c) The term of office of a Student Trustee shall terminate with immediate effect upon their ceasing to be eligible for appointment as a Student Trustee under Statute 1.1.3.

1.2.6 A Trustee's term of office shall terminate automatically in accordance with the Ordinances, which shall prescribe the circumstances in which a Trustee may resign, shall be disqualified or may be removed from office and which may make provision for any term of office of a Trustee who is in office on the date on which these Statutes become effective to continue notwithstanding any limitation on the

maximum number of terms of office and/or maximum period of service provided by Statute 1.2.

2 Decision-making by the Board of Trustees

- 2.1 The quorum for meetings of the Board of Trustees shall be ten Trustees, of whom a majority shall be Independent Trustees.
- 2.2 Subject to Statute 2.4, the quorum for meetings shall be made up of Trustees attending in person, by telephone or by such other electronic or virtual means in which all participants may communicate simultaneously with other participants.
- 2.3 In the absence of a quorum at the beginning of and during a meeting of the Board of Trustees, no resolutions shall be passed.
- 2.4 The Board of Trustees may consider a resolution, except for a Special Resolution, proposed in writing other than at a meeting of the Board of Trustees in accordance with procedures prescribed by Ordinance.

3 Delegation by the Board of Trustees

- 3.1 Subject to Statute 3.2, the Board of Trustees may, in accordance with a written scheme of delegation or otherwise in writing, delegate to:
 - 3.1.1 any Trustee;
 - 3.1.2 a committee of the Board of Trustees (including Senate) which includes one or more Trustees; or
 - 3.1.3 the Vice-Chancellor or other members of Staff;any of its functions under the Charter, Statutes and Ordinances, including its powers and discretions, in accordance with provisions and subject to any limitations (including any powers which may not be delegated) prescribed by Ordinance.
- 3.2 The Board of Trustees may not delegate its powers:
 - 3.2.1 to appoint and dismiss the Vice-Chancellor;
 - 3.2.2 to approve the University strategy recommended by the Vice-Chancellor;
 - 3.2.3 to amend the Charter under the provisions of Article 16;
 - 3.2.4 to make, add to, amend or revoke Statutes or Ordinances;
 - 3.2.5 to adopt the University's financial statements; or
 - 3.2.6 to appoint the University's auditors.
- 3.3 Subject to Statute 4.2.1, delegation by the Board of Trustees to a committee may authorise the committee to sub-delegate any functions (including any powers and discretions) delegated to it to:
 - 3.3.1 a sub-committee established by the committee;
 - 3.3.2 any member of the committee or of any sub-committee established by it; or
 - 3.3.3 Officers or other members of Staff.

- 3.4 Delegation by the Board of Trustees to the Vice-Chancellor may authorise the Vice-Chancellor to sub-delegate any functions (including any powers and discretions) delegated to them to Officers or other members of Staff.
- 3.5 Subject to Statutes 3.1.2 and 4.1, the Board of Trustees may:
- 3.5.1 establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be as prescribed by Ordinance or as determined by the Board of Trustees; and
 - 3.5.2 from time to time appoint advisory boards on such terms as it may think fit, whose constitution, functions, powers and proceedings shall be as prescribed by Ordinance or as determined by the Board of Trustees.

4 Delegation by Senate

- 4.1 Article 8.1 of the Charter provides for delegation by the Board of Trustees to Senate.
- 4.2 Senate may, in accordance with provisions and subject to any limitations (including any limitation as to a power which may not be delegated by Senate) prescribed by Ordinance;
- 4.2.1 delegate any of the functions delegated to it under the Charter, Statutes and Ordinances or otherwise by the Board of Trustees, including its powers and discretions, in accordance with a written scheme of delegation or otherwise in writing to:
 - (a) a committee of Senate established by it pursuant to Statute 4.2.2;
 - (b) any member of a committee referred to in Statute 4.2.1(a) above; or
 - (c) the Vice-Chancellor or other members of Staff;
 - 4.2.2 establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be as prescribed by Academic Regulation or as determined by Senate; and
 - 4.2.3 appoint from time to time advisory boards on such terms as it may think fit, whose constitution, functions, powers and proceedings shall be as prescribed by Academic Regulation or as determined by Senate.

5 Auditors

- 5.1 The Board of Trustees shall appoint (and may remove) an auditor or auditors to audit the annual financial statements of the University. Every such auditor shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.

6 Membership of Court

6.1 Core Members of Court

- 6.1.1 The Core Members of Court shall be as follows:
- (a) Elected Members:
 - (i) thirty Alumni Association Representatives elected by and from the Alumni Association (who must include the chair of the Alumni Association Committee and the Alumni Association Trustee), of whom five should be elected exclusively from the international alumni (but if no international members put themselves forward for

election, then the full number of representatives can be appointed in such a manner as the Alumni Association shall determine);

- (ii) five Emeriti elected by and from the Emeritus Professors;

(b) Nominated Members:

- (i) twenty members nominated by their organisations, drawn from civic, cultural and community organisations or bodies including (but not limited to) organisations or bodies located in or around the City of Bristol;
- (ii) twenty members nominated from unions, professional organisations, business community and industry or other knowledge-intensive organisations including (but not limited to) organisations or bodies located in or around the City of Bristol;
- (iii) five representatives from amongst those formally elected to represent the people of the City of Bristol and its surrounding areas;

(c) Ex officio Members:

- (i) the Chancellor;
- (ii) the Pro-Chancellors;
- (iii) Honorary Fellows of the University.

6.1.2 The normal term of office for an Elected Member shall be four years and Elected Members may be re-elected for a further four year term (in accordance with this Statute 6.1).

6.1.3 The normal term of office for a Nominated Member shall be four years and Nominated Members may be reappointed for one further four year term (in accordance with this Statute 6.1), provided that the Nominated Member remains associated with the nominating organisation or body and retains the nomination of the nominating organisation or body.

6.1.4 An individual may be appointed as an Elected Member or Nominated Member notwithstanding that they have previously held office in any other category provided that they may only serve as a member of Court (in any category of membership) for a maximum period of ten consecutive years. In the event that an individual has served for ten consecutive years, they may be eligible for appointment as a Core Member only after a year has elapsed since they retired as a member of Court (in any category of membership).

6.1.5 All appointments will be overseen by the Nominations Committee and approved by the Chancellor (for the avoidance of doubt, this shall include any variation to the normal term of office).

6.2 Additional Appointed Members of Court

6.2.1 The Chancellor may appoint up to twenty Additional Appointed Members from the body of honorary graduates or nominations put forward by civic, cultural and community, professional, industry and business organisations or bodies including (but not limited to) organisations or bodies located in or around the City of Bristol. The nomination process shall be conducted in such a manner as the Nominations Committee considers appropriate from time to time.

- 6.2.2 The term of office of Additional Appointed Members shall be one year and all appointments will be made by the Chancellor on the recommendation of the Nominations Committee.
- 6.2.3 In exercising their power to appoint Additional Appointed Members, the Chancellor shall consult and engage with a range of different organisations and bodies in order to ensure that there is appropriate diversity among the Appointed Members and that they include representatives of the City of Bristol and are able to reflect and support the strategic aims of the University and the interests of current and future Students.

6.3 Attendees of Court

6.3.1 The Attendees of Court will be invited to Court with the purpose of informing members of Court as required. Attendees of Court will be as follows (provided that if the person for the time being holding any of the offices referred to below shall have an alternative job title, references to the relevant office shall be interpreted as references to the person holding that office with their alternative job title):

- (a) twenty individuals elected by and from members of Staff;
- (b) the Full-time Officers;
- (c) the Board of Trustees;
- (d) the Vice-Chancellor;
- (e) the Pro Vice-Chancellors;
- (f) the Chief Operating Officer & Registrar;
- (g) University Secretary;
- (h) the Chief Financial Officer; and
- (i) the Secretary & Clerk to Court.

6.3.2 Other members of Staff may be invited to Court to attend meetings of Court as may be appropriate to the business of the meeting. For avoidance of doubt, Attendees will not be entitled to vote at meetings of Court.

6.4 Any member of Court may resign by a letter sent to Court through the Secretary.

6.5 Court may remove members of Court, other than those who are Ex Officio Members, for good cause (as defined in the Charter).

6.6 If the Chancellor considers (in their reasonable opinion) that a member of Court shall be removed for good cause and the matter is urgent and it is not practicable to refer the matter to Court for a decision, the Chancellor (following consultation with the Vice-Chancellor) may remove such member, provided that this decision be reported to Court at the next meeting of Court following such removal.

7 Meetings of Court

7.1 All meetings of Court shall be held in Bristol.

7.2 An Annual Meeting of the Court shall be held each year. The Board of Trustees shall determine the date and venue for each Annual Meeting.

- 7.3 The Chancellor shall determine the agenda for each Annual Meeting in consultation with the Vice-Chancellor and the Board of Trustees. The Board of Trustees shall present a report of its proceedings during the preceding academic year, including a report on any changes to the Charter, Statutes and Ordinances that, in the opinion of the Board of Trustees, relate directly to Court, the Alumni Association and/or the Students' Union, a report from the Vice-Chancellor and the University's senior management on the execution of the University's strategy in the preceding year; and the audited financial statements for the preceding financial year. A copy of the report and statement shall be sent to every member of Court at least seven days before the meeting. The Chancellor may call a meeting of Court at any time and shall call a meeting to be held within eight weeks of the receipt by him or her of a written request to do so from the Board of Trustees or from no fewer than twenty-five members of Court. The Chancellor shall determine the date and place of any meeting so called.
- 7.4 The Secretary shall send notice of every meeting of Court not less than thirty five days before the day fixed for such meeting. Any member of Court wishing to bring forward any business at a meeting shall give the Secretary written notice of it not less than twenty days before the day appointed for the meeting. Not less than seven days before any meeting of Court the Secretary shall send every member of Court a statement of all business, and no business shall be considered at the meeting except that included in the statement. For the purposes of this Statute, any notice or written communication to the Secretary may be given by email.
- 7.5 The quorum of Court shall be twenty-five. If there is not a quorum present at a meeting, the Chancellor shall adjourn the meeting to a time later the same day. If there is still no quorum present, the meeting may be adjourned to another day as the Chancellor thinks fit.
- 7.6 The procedure at meetings of Court shall be in accordance with standing orders approved by Court.

8 Powers of Court

Court shall have the following powers:

- 8.1 Court may at the Annual Meeting of Court comment and advise on any matter relating to the University, and may:
- 8.1.1 pose questions to the Chair of the Board of Trustees on the activity of the Board of Trustees in the preceding year and the plans for the year ahead;
 - 8.1.2 pose questions to the Vice-Chancellor and all the University's senior management on the execution of the strategy of the University;
 - 8.1.3 pose questions to the Board of Trustees on the financial statements;
 - 8.1.4 offer advice and independent opinion on the activity of the University; and
 - 8.1.5 ask questions and offer comment to the Board of Trustees and the University's senior management on any aspect of the University's business.
- 8.2 Court shall appoint the Chancellor and the Pro-Chancellors on the nomination of the Board of Trustees.
- 8.3 Court shall have power to approve extensions to prescribed terms of office for the Chancellor and Pro-Chancellors.
- 8.4 Court shall appoint two of its members to serve on the Nominations Committee.

- 8.5 Court may establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be prescribed in writing by Court.

9 Staff: Dismissal, Discipline, Grievance Procedures and related matters

9.1 Application and Scope

- 9.1.1 This Statute relates to the conduct and discipline, performance, dismissal, suspension and grievances of employees and shall apply to all employees of the University except the Vice-Chancellor.
- 9.1.2 This Statute shall be construed to give effect to the following guiding principles:
- (a) the principle of academic freedom, as set out in Article 19.1 of the Charter;
 - (b) to enable the University to provide education, promote learning and engage in research efficiently and economically; and
 - (c) to apply the principles of justice and fairness and seek to advance the principles of equality and diversity.
- 9.1.3 In the case of conflict the provisions of this Statute shall prevail over those of any other Statute or of any Ordinance or procedure made under or to give effect to this Statute.
- 9.1.4 Nothing in any contract of employment entered into shall override or exclude the provisions of this Statute.

9.2 Procedures

- 9.2.1 The Board of Trustees shall by Ordinance prescribe the procedures for dismissing employees on the grounds of conduct, capability (performance and ill health), redundancy, illegality and some other substantial reason as defined by the Employments Rights Act 1996 as amended, extended or re-enacted from time to time.
- 9.2.2 Such Ordinances shall provide for:
- (a) the right of employees to be accompanied at any formal meetings held under the Ordinances by a work colleague or trade union representative;
 - (b) the University to have the power to suspend any employee to investigate alleged misconduct or for any other good or urgent reason;
 - (c) appropriate penalties, which shall include warnings and dismissal;
 - (d) the right of appeal against a notice of dismissal given to an employee;
 - (e) any dismissal made under such Ordinance to remain in force pending the outcome of any appeal;
 - (f) employees to receive a reasoned decision in writing in respect of any formal action taken under the Ordinances.
- 9.2.3 The Board of Trustees shall ensure that there is a grievance procedure in place to consider complaints raised by employees concerning their employment, which relate to themselves as individuals or their personal dealings or relationships with other employees at the University. The grievance procedure will not apply:

- (a) in respect of the outcome of any matter dealt with under this Statute; or
- (b) where the Board of Trustees has prescribed or the University has in place other procedures.

9.2.4 The Board of Trustees shall be the body responsible for monitoring the effectiveness of the Ordinances and procedures prescribed by it under this Statute.

10 **Decision making**

10.1 Acts or resolutions of the Board of Trustees or of any other body of the University with decision making authority (each "**a decision making body**") shall not be invalidated because of:

10.1.1 a procedural defect of which the decision making body is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the decision making body and the decision making body is asked to consider whether the decision should stand;

10.1.2 a technical defect in the appointment of a member of which the decision making body is unaware at the time;

10.1.3 a technical defect in the giving of notice of which the decision making body is unaware at the time; or

10.1.4 any vacancy in the body doing or passing it;

nor will such acts or resolutions be invalid by reason of any want of qualification by or invalidity in the election or appointment of any member of the decision making body whether present or absent.

11 **Contracts**

11.1 The University may make the following binding contracts:

11.1.1 a contract which to be valid and binding is required to be made in writing and executed as a deed, provided the contract is made in writing, is signed by two persons acting under the express or implied authority of the Board of Trustees and has the University seal affixed to it;

11.1.2 a contract which to be valid and binding is required to be made in writing, provided the contract is made in writing and is signed by a person acting under the express or implied authority of the Board of Trustees; and

11.1.3 a contract which would be valid and binding even if made only verbally, provided it is made in writing or verbally on behalf of the University by any person acting under the express or implied authority of the Board of Trustees.

12 **Interpretation of Statutes**

12.1 These Statutes shall be interpreted so as not to conflict with the Charter. In the event of any inconsistency between these Statutes and the Charter, the Charter shall take precedence.

12.2 Words defined in the Charter shall have the same meaning in these Statutes unless the context indicates otherwise.