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Ordinance 1 Definitions

1.1 "University" means Cranfield University.

1.2 "Members of the University" means people who are: Members of Council; staff employed by the University; students registered with the University; alumni of the University who are registered with the Alumni Association; Emeritus Professors of the University; Honorary Graduates and Fellows of the University'; and other people as designated from time to time by Council.

1.3 The words "Charter", "Statutes", "Council", "Senate", "Assembly" and "Alumni Association" refer respectively to the Charter, Statutes, Council, Senate, Assembly and Alumni Association of the University.

1.4 "Laws" means the Charter, Statutes, Ordinances and Regulations of the University.

1.5 "Ordinances" means Ordinances made under the Charter or the Statutes.

1.6 "Regulations" means Regulations made under the Charter, the Statutes, or the Ordinances.

1.7 The words "Chancellor", "Pro-Chancellor" and "Vice-Chancellor" refer to the Chancellor, Pro-Chancellor, and Vice-Chancellor of the University.

1.8 "Chair of Council" means the Chair of Council appointed in accordance with Statute 2.2.

1.9 "Secretary to Council" means the Secretary to Council.

1.10 "Chief Operating Officer" means the Chief Operating Officer of the University.

1.11 "Academic Registrar" means the Academic Registrar of the University.

1.12 "Faculty" means a Faculty of the University.

1.13 "Professional Service Unit" means a Professional Service Unit of the University.

1.14 "Graduates" means everybody who has had a Degree or other distinction or award of the University conferred upon them that has not been revoked.

1.15 "Independent Members" means members of the Council who are neither staff nor students of the University.

1.16 "Officers" means people holding any office in the University established under the Charter, Statutes and the Ordinances.

1.17 "Constitutional Body" means any of the constitutional bodies of the University as defined in Article 3 of the Charter.

1.18 "Executive" means the principle operating committee of the University, chaired by the Vice-Chancellor.

1.19 “Senior Manager” means a member of the Executive and Heads of Professional Service Units.

1.20 “Staff” means everybody employed by the University.

1.21 “Academic Staff” means holders of any of the posts of Vice-Chancellor, Pro-Vice-Chancellor, Professor, Associate Professor, Reader, Senior Lecturer, Lecturer, and such other posts on the Staff as Council, on the recommendation of Senate, may from time to time determine.

1.22 “Professional Staff” means holders of any administrative or other post in the University of a status declared by Council to be comparable with that of an academic post.

1.23 “Students” means people pursuing any programme of study in the University.

1.24 “Students’ Association” means any association of all students of the University.

1.25 “Visiting Professor”, “Visiting Fellow” and “Recognised Teacher” mean Visiting Professors, Visiting Fellows, and Recognised Teachers of the University respectively.

1.26 “Director of People and Culture” means the Director of People and Culture, who is Head of the People and Culture Professional Service.

1.27 “People and Culture Manager” and “People and Culture” means various levels of staff members of the University’s People and Culture Professional Service, reporting to the Director of People and Culture.

1.28 “Level” means the salary grade of a post.

1.29 “Line Manager” means the person to whom a member of staff primarily reports.

1.30 “Trade Union Representative” means an individual employed by the Trade Union of which they are an official, or an official of a trade union whom the union has certified in writing as having experience of, or having received training in, acting as a member of staff’s companion at disciplinary or grievance hearings.

1.31 “Workplace Colleague” means any member of staff.

1.32 “Working Day” means any day, Monday to Friday, on which the University is formally open. Public Holidays and Closure Days when the University is formally closed are not Working Days.

1.33 “Financial Manual” means the document that specifies the financial control procedures approved by Council.

1.34 Words defined in the Ordinances have the same meaning throughout the Laws unless the context indicates otherwise.

Ordinance 2 Council Governance

2.1 Statement of Primary Responsibilities

2.1.1 This statement is based on the Model Statement taken from the Committee of University Chaires (CUC) Higher Education Code of Governance (September 2020), adapted to reflect the powers and responsibilities that Council of Cranfield University derives from the University Laws.

2.1.2 As provided by the Charter, Council is the supreme governing body of the University. Council is ultimately responsible for all the affairs of the University and has custody and use of the Common Seal, the management and administration of the revenue and property of the University and the conduct of the affairs of the University. Council has delegated to Senate authority to oversee the academic work of the University.

2.1.3 Consistent with the Charter and Statutes, the principal responsibilities of Council are to:

a. set and agree the mission, strategic vision, and values of the University with the University Executive;

b. agree long-term academic and business plans including key performance indicators and to ensure that these meet the interests of stakeholders, especially staff, students, and alumni;

c. appoint, on the recommendation of a Joint Appointing Committee of Council and Senate, the Vice-Chancellor as Chief Executive of the University and to establish suitable arrangements for monitoring their performance;

d. be responsible for the removal of the Vice-Chancellor for good cause in accordance with the University Laws;

e. delegate authority to the Vice-Chancellor for the academic, corporate, financial, estate and human resource management of the institution, and establish and keep under regular review the policies, procedures and limits within such management functions as will be undertaken by and under the authority of the Vice-Chancellor;

f. ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and managing conflicts of interest;

g. ensure that processes are in place to monitor and evaluate the performance and effectiveness of Cranfield University against the strategy, plans and approved key performance indicators, which will, where possible and appropriate, be benchmarked against other comparable institutions;

h. establish processes to monitor and evaluate the performance and effectiveness of Council;

i. conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life;

j. safeguard the good name and values of the University;

k. appoint a Secretary to Council, on the recommendation of a Joint Appointing Committee of Council and Senate, and to ensure that if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of responsibility;

l. be the employing authority of all staff in the University and to be accountable for ensuring the establishment of a human resources strategy;

m. be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the University's assets, property, and estate;

n. be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name. This includes accountability for health, safety, and security and for equality, diversity, and inclusion;

o. receive assurance that adequate provision has been made for the general welfare of students; make such provision as it thinks fit for the general welfare of students, in consultation with Senate;

p. act as trustee for any property, legacy, endowment, bequest, or gift in support of the work and welfare of the University;

q. ensure that the University's Laws are followed at all times and that appropriate advice is available to enable this to happen;

r. promote a culture which supports inclusivity and diversity across the institution;

s. maintain and protect the principles of academic freedom and freedom of speech legislation; and

t. ensure that all students and staff have opportunities to engage with the governance and management of the University.

2.2 Delegation of Council's Authority

2.2.1 Authority of Council

Subject to the Charter, Council is responsible for exercising all the powers of the University as stated in Article 3.1.2 of the Charter but may delegate those powers as prescribed in this Ordinance.

2.2.2 Authority retained by Council

Authority for the following areas is retained by Council and its committees and is not delegable:

a. Strategy

Approval	• University Mission, Strategy and Key Performance Indicators • Risk review
Monitoring	• Regular Indicators and Targets progress report

b. Organisation

Approval	• Ordinances, submission to Privy Council changes in the Charter or Statutes • Merger, incorporation, and major institutional alliances • Creation, closure and renaming of Faculties

c. Council Appointments

Appointment	• Pro-Chancellor, Deputy Chair of Council, Chairs of Council Committees, Council Members, Council Committee Members

d. Finance

Appointment	• External Auditors, Internal Auditor arrangements
Approval	The approvals listed here are detailed in the University Financial Manual: • Changes to authorisation limits in the Financial Manual • Net external borrowing limits • Structured bank loans • Any increase in bank overdraft facility • Any loans to external parties • Parameters and timescales for budgeting • University Budgets • Capital expenditure outside the approved annual budget >£1,000,000 • Any lease of land for a period in excess of ten years and with a value of >£100,000 • Any borrowing to finance project expenditure • Disposals of fixed assets >£100,000 • Signatories to contracts • Bank account signatories • Any investment in a company
Monitoring	Regular review of financial forecasts and risks, annual review of investment management.

e. Human Resources

Appointment	Direct reports to the Pro-Chancellor as Chair of Council – currently Vice-Chancellor and University Secretary
Approval	• Appointment of direct reports to the Vice-Chancellor, which Council has determined require its approval

	• Remuneration policies and appraisal process for the Vice-Chancellor and senior direct reports • Matters reserved to Council under Statute 4 • Approved Pension Schemes and any associated material changes authorised by the University • Recognised Trade Unions
Monitoring	• Annual Equality Report; Annual Health & Safety Report; Annual Energy and Environment Report; other reports as Council may require • Report from Remuneration Committee on determinations under delegated authority

f. Other

Approval	• Any matter that would have a material impact on the University's financial position, liabilities, future strategy, or reputation • Any proposed changes to the University coat of arms

2.2.3 Authority delegated to the Pro-Chancellor

Approval	• Vice-Chancellor expenses • Appraisal of the Vice-Chancellor and University Secretary • Approval of the selection process for the appointment of members of the University Executive • Approval of the initial terms and conditions of new appointees to the University Executive on the recommendation of the Chair of Remuneration Committee • Appointment of independent members of Council to appointment panels for members of the University Executive

The Pro-Chancellor may not delegate these authorities.

2.2.4 Authority delegated to Council Committees

a. Finance Committee
Council sets out the authority it delegates to Finance Committee in Ordinance 3.1.

b. Audit and Risk Committee
Council sets out the authority it delegates to Audit and Risk Committee in Ordinance 3.2.

c. Remuneration Committee
Council sets out the authority it delegates to Remuneration Committee in Ordinance 3.3.

d. Nominations Committee
Council sets out the authority it delegates to Nominations Committee in Ordinance 3.4.

2.2.5 Authority delegated to Senate

Council sets out the authority it delegates to Senate in Ordinance 4.

2.2.6 Authority delegated to the Vice-Chancellor

Council delegates all of its authority and responsibility to the Vice-Chancellor with the exception of those:

a. retained by Council (listed above);

b. delegated to the Pro-Chancellor (listed in 2.2.3 above); and

c. concerning academic quality and standards delegated to the Senate.

The Vice-Chancellor in turn may delegate authority to other staff while retaining responsibility for the decisions taken under that authority.

2.2.7 Monitoring, reporting, and revoking powers delegated by Council

a. Monitoring and reporting
Delegates must give regular reports to Council on major decisions and actions taken under the provisions of this Ordinance.

b. Delegations Revoked
Council may revoke its delegation on any occasion and for any period.

2.3 Council meetings

2.3.1 Meetings of Council will be convened by the Secretary in accordance with the programme agreed by Council or by special direction of the Pro-Chancellor or on requisition as provided by Ordinance 9.

2.3.2 Notice of the date, time and place appointed for a meeting or adjourned meeting of Council and an agenda paper will be sent by the Secretary to each member of Council not less than seven days before the day appointed.

2.3.3 Failing the Pro-Chancellor and the Deputy Chair, the Chair at meetings of Council will be taken by a member chosen by the meeting.

2.3.4 Where items of a confidential or personal nature are discussed or where there is a perceived conflict of interest, the Chair of Council may exclude individual members for the duration of that item.

2.3.5 Any election, appointment, or co-option which Council is empowered to make will be by resolution passed by a majority of the members present and voting, unless otherwise agreed by majority vote.

2.4 Removal of Council members

Council members may be removed from membership of Council if they fail to attend any Council meeting for four consecutive meetings or for good cause as specified in Ordinance 10.8.3.

2.5 Chair's action

2.5.1 The Pro-Chancellor may, on behalf of Council, approve and authorise consequential action upon any recommendation made by themselves or by the

Vice-Chancellor or contained in a report from Senate or from any committee of Council or joint committee provided that:

a. in the view of the Pro-Chancellor, considerations of urgency and/or confidentiality render it impractical or undesirable to defer the matter to the next scheduled meeting of Council or to call a special meeting or to deal with the matter by correspondence to all members; and

b. the Pro-Chancellor consults with the Deputy Chair (if available) and such other members of Council as they deem appropriate in the circumstances.

2.5.2 Where approval is given under the terms of paragraph 2.5.1, the Secretary will place the matter on the agenda for the next meeting of Council; and a full report will be made to Council concerning the matter and the circumstances warranting approval in advance of the next meeting.

2.5.3 If for any reason the Pro-Chancellor is unable to act in any matter, their powers may be exercised by the Deputy Chair.

2.6 The Common Seal

2.6.1 The Council must provide for the safe custody of the Common Seal.

2.6.2 The Common Seal will only be used as follows:

a. in pursuance of a resolution of Council or of a Committee authorised by Council; or

b. in pursuance of a decision of an Officer of the University acting within the limits of authority delegated by Council; or

c. by authority of Senate on Degree certificates and the award of other academic distinctions.

2.6.3 The affixation of the Seal must be accompanied by signature as follows:

a. on certificates in paragraph 2.6.2c by the signatures of:
- one of the Vice-Chancellor or Pro-Vice-Chancellor; and
- the Academic Registrar or their appointed deputy.

b. On other documents, by the signature of:
- one of the Pro-Chancellor, the Chair of Finance Committee; the Vice-Chancellor, the Chief Operating Officer, or a Pro-Vice-Chancellor; and
- one other member of Council; and
- the Secretary or their appointed deputy.

Ordinance 3 Terms of Reference of Council Committees

3.1 Finance Committee

3.1.1 Authority of Finance Committee

The Finance Committee is established by Council with delegated authority to:

a. examine in detail financial maters which require the attention of Council, and to give advice to Council based on that examination; and

b. assist Council in the discharge of its statutory responsibilities on financial matters, by taking decisions and issuing instructions on behalf of Council within the limits of powers delegated by Council.

3.1.2 Membership of Finance Committee

The membership of Finance Committee will be:

a. four Independent Members of Council appointed by Council;

b. the Vice-Chancellor.

The Chair of Finance Committee will be appointed by Council from amongst the Independent Members on the recommendation of Nominations Committee.

The CUC Audit Code of Practice guidance is that Audit Committee (or equivalent) members are not usually members of a Finance Committee. This is because Audit and Risk Committee needs the independence to be able to challenge the Finance Committee. If Council determines that cross-representation involving one member is essential, this should be the subject of explicit, recorded resolution, but it should not be an option for the Chair of either committee.

3.1.3 Meetings of Finance Committee

Finance Committee will meet at least three times a year. At meetings any three members attending in person or via electronic means will constitute a quorum.

3.1.4 Duties of Finance Committee

The duties of Finance Committee are to:

a. determine accounting policies for the University and for University companies, where University companies are defined as companies controlled by the University, and the subsidiary companies of such companies;

b. prepare and issue standing instructions on behalf of Council applicable throughout the University to establish proper and adequate procedures to be followed in financial matters (eg. the “Financial Manual”); compile and request comparable instructions to be observed throughout all companies, and to ensure that suitable arrangements are made to monitor the implementation of such instructions and to bring non-compliance to the notice of Council;

c. in respect of authorising any financial commitments or potential commitments of less than £500,000 – to delegate authority on behalf of Council to the Vice-Chancellor; between £500,000 and less than £1,000,000 – Finance Committee to decide on behalf of Council with subsequent report to

Council; and in excess of £1,000,000 - Finance Committee to make recommendations for decision by Council;

d. delegate authority on behalf of Council to the Vice-Chancellor to sell or otherwise dispose of assets, where the proceeds are between £50,000 and £250,000; where the proceeds are between £250,000 and £500,000 - Finance Committee to decide on behalf of Council with subsequent report to Council; and in excess of £500,000 Finance Committee to make recommendations for decision by Council.

e. draw up annually a proposed financial plan based on proposals submitted by the Vice-Chancellor relating to the University as a whole and to University companies showing how the budget is broken down between each accounting entity giving the opportunity to the Vice-Chancellor, heads of budget centres and Managing Directors of University companies to enter caveats on aspects of the budget which concern their activities, which will be appended to the budget; and agree the proposed budget to be submitted to Council for binding approval;

f. examine annual statutory audited accounts prepared for the University and its companies, and discuss with external auditors and to report thereon to Council highlighting any matters of concern; in the case of University companies recommend to Council any action which it would be appropriate for the University to take as Shareholder;

g. examine up-to-date management accounts relating to the University at intervals of no more than three months and to report thereon to Council, highlighting any matters for concern; determine the form of management accounts required by Finance Committee and any less detailed form of management accounts to be submitted to Council;

h. consider and make recommendations on policy to Council for the investment of University funds in any stocks, fund, shares, securities, or other forms of investment other than bank deposits and certificates of deposit, including investment in University companies;

i. consider any proposals made by the Vice-Chancellor for structured bank loans for the University or for University companies, and to make recommendations thereon to Council;

j. make recommendations to Council concerning limits on all borrowings for the University and for University companies, taking into consideration any OfS guidance;

k. appoint Bankers to the University;

l. prepare and issue standing instructions on behalf of Council for safeguarding the physical assets of the University and its companies; including maintenance of a fixed asset register, adequate physical security procedures for the assets, periodic physical verification, and the provision of adequate insurance cover;

m. monitor the Value for Money (VfM) arrangements within the University and to express an annual opinion to Audit and Risk Committee on them.

3.1.5 Nothing in these terms of reference may be taken as overriding the responsibilities of the Vice-Chancellor, the Accounting Officer, as set out in the OfS Regulatory Framework and ongoing conditions of registration.

3.2 Audit and Risk Committee

3.2.1 Authority of Audit and Risk Committee

The Audit and Risk Committee is established by Council with delegated authority to:

a. investigate any activity in accordance with its duties;

b. seek any information it requires from any employee and Officer and all employees and Officers are directed to co-operate with any request made by the Committee;

c. monitor and report to Council on the adequacy of the risk register maintained by the University;

d. obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice-Chancellor and or Chair of Council. However, it may not incur direct expenditure in this regard more than £5000 without prior approval of the governing body.

3.2.2 Membership of Audit and Risk Committee

The membership of Audit and Risk Committee will comprise:

a. at least three Independent Members of Council, at least one of whom must have a background in finance, accounting, or auditing; and

b. up to two co-opted members with particular expertise who must not be employees of the University.

The Chair of Audit and Risk Committee will be appointed by Council from amongst the Independent Members on the recommendation of Nominations Committee.

The CUC Audit Code of Practice guidance is that Audit Committee (or equivalent) members are not usually members of a Finance Committee. This is because Audit and Risk Committee needs the independence to challenge the Finance Committee . If Council determines that cross-representation involving one member is essential, this should be the subject of an explicit, recorded resolution, but it should not be an option for the Chair of either committee.

The following people may be in attendance:

a. the Chief Operating Officer;

b. the University Director of Finance;

c. a representative of Internal Audit;

d. the Secretary to Council, who will provide secretarial services;

e. a representative of the external auditors, where relevant business is to be discussed; and

f. the Chair of Finance Committee and the Vice-Chancellor may attend with the agreement of the Chair of Audit and Risk Committee.

3.2.3 Meetings of Audit and Risk Committee

Audit and Risk Committee will meet at least four times a year. The external or internal auditors may request additional meetings if they consider it necessary.

At meetings, any two members attending in person or via electronic means will constitute a quorum.

Should it wish to do so, the Committee may meet alone or with only the external auditors in attendance. At least once each year, the Committee should meet with the external and internal auditors without any Officers present.

3.2.4 Duties of Audit and Risk Committee

The duties of Audit and Risk Committee are to:

a. advise the Council on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors;

b. discuss with the external auditors, before the audit commences, the nature and scope of the audit;

c. discuss with the external auditors, problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary);

d. consider and advise the Council on the appointment and terms of engagement of the internal audit service (and head of internal audit, if applicable), the audit fee, the provision of non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors;

e. review the Internal Auditors' audit risk assessment, Audit Strategy, and programme; consider major findings of Internal Audit investigations and management's response; promote co-ordination between the Internal and External Auditors; and ensure that the resources made available for Internal Audit are sufficient to meet the University's needs (or make a recommendation to Council as appropriate);

f. keep under review the effectiveness of the risk management, culture, control, and governance arrangements and review the external auditors' management letter, the internal auditors' annual report, and management responses;

g. monitor the implementation of agreed audit based recommendations from whatever source;

h. ensure that all significant losses have been thoroughly investigated and that the Internal and External Auditors and, where appropriate, the Vice-Chancellor, as OfS Accounting Officer, have been informed;

i. oversee the University's policy on fraud and irregularity, including being notified of any action taken under that policy;

j. satisfy itself that suitable arrangements are in place to ensure the sustainability of the University, and to promote economy, efficiency, and effectiveness. This may include consideration of arrangements that:
- support the culture and behaviour that is prevalent within the institution;
- ensure the effective management of conflicts of interest; and
- enable the appointment of 'fit and proper persons' to the governing body and senior executive positions.

k. satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies;

l. receive any relevant reports from the National Audit Office, the regulator, and other organisations;

m. monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity, and make recommendations to the Council concerning their reappointment where appropriate;

n. monitor other relevant sources of assurance, for example other external reviews;

o. consider the audit elements of the draft annual financial statements in the presence of the external auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the regulator's accounts directions and any relevant issue raised in the external auditors' management letter;

p. in the event of the merger or dissolution of the University, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed;

q. the Audit and Risk Committee will review the audit of the annual financial statements. These aspects will include the external audit

opinion, the statement of members' responsibilities, the statement or internal control and any relevant issue raised in the external auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the University's internal control system has been reviewed, and comment on this in its annual report to the Council.

In discharging its duties the Committee must have due regard to the CUC Audit Code of Practice.

3.3 Remuneration Committee

3.3.1 Authority of Remuneration Committee

The Remuneration Committee is established by Council with full delegated authority to determine and review the salaries and other emoluments, terms and conditions and, where appropriate, severance payments of:

a. the Vice-Chancellor
b. full members of the University Executive; and
c. such other senior member of staff as decided by Council.

Remuneration Committee will also have oversight of the remuneration of all members of the senior management team and any other staff earning £100,000 or more.

3.3.2 Membership of Remuneration Committee

The membership of Remuneration Committee will comprise:

a. An independent member of Council as Chair;
b. the Pro-Chancellor; and
c. two further independent members of Council.

At meetings any three members attending in person or via electronic means will constitute a quorum. The Vice-Chancellor will be in attendance for salaries etc. other than their own.

Advisory and secretarial services for the Committee will be provided by the Director of People and Culture.

3.3.3 Meetings of Remuneration Committee

Remuneration Committee will meet at least twice a year.

3.3.4 Duties of Remuneration Committee

The primary concern of Remuneration Committee will be the needs of Cranfield University; but it will also take note of available comparative information on salaries and other emoluments and conditions of service in the university sector.

3.4 Nominations Committee

3.4.1 Authority of Nominations Committee

The Nominations Committee is established by Council with delegated authority to:

a. seek out and recommend to Council persons to be appointed or co-opted as members of Council;

b. recommend to Council the membership of Council Committees; and

c. oversee the process of appointing the Vice-Chancellor.

3.4.2 Membership of Nominations Committee

The membership of Nominations Committee will comprise:

a. the Pro-Chancellor (Chair);

b. three independent members of Council;

c. the Vice-Chancellor; and

d. two senior members of staff, nominated by Senate.

Secretarial services for the Committee will be provided by the Secretary to Council.

3.4.3 Meetings of Nominations Committee

Nominations Committee will meet at least twice a year.

Any meeting of the Nominations Committee will be deemed quorate providing that the Pro-Chancellor, Vice-Chancellor and one other member representing Council or Senate are in attendance either in person, or via electronic means.

3.4.4 Duties of Nominations Committee

Nominations Committee will:

a. arrange that actual or impending vacancies in the membership of Council are publicised internally and/or externally as appropriate;

b. for each recruitment round, identify an independent panel member, who has expertise relevant to the sector, to assist with the recruitment and selection of new independent members;

c. invite nominations for Council membership from members of the University;

d. in nominating staff members of Council, provide for there to be at least two members of academic staff;

e. nominate an independent member of Council drawn from the alumni to serve as President of the Alumni Association;

f. maintain a register of Council members' skills and experience to allow due regard to be paid to the balance of membership of Council and to the needs of the University;

g. recommend to Council, where appropriate, the renewal of membership, in accordance with Statute 2.2.4;

h. oversee the process for the election of staff members by the staff of the University;

i. recommend to Council the membership of Council Committees to ensure proper succession planning; and

j. oversee the process of appointing the Vice-Chancellor to ensure the timely appointment of an appropriate person.

Ordinance 4 Senate

4.1 Authority of Senate

4.1.1 Subject to the Charter and Statutes, Council delegates to Senate the assurance of the quality and standards of all courses, degrees and other distinctions, the regulation of student affairs and the student experience.

4.1.2 In particular, Council delegates to Senate the following primary responsibilities:

a. To regulate (through the publication and maintenance of regulations, handbooks, policies and guidance), within the general financial limits laid down by Council, all the academic work of the University, namely:
   i) the admission of people to courses of study and research, including the conditions for qualifying for admission;
   ii) progression on courses of study and research, including the exercise and discharge of disciplinary powers and functions relating to students;
   iii) the appointment of Recognised Teachers, and the organisation of teaching, research, courses of study and extramural work;
   iv) all examinations of the University including the appointment of examiners as provided in Regulations;
   v) the authorisation or recommendation of the conferment of Degrees and other academic distinctions as prescribed by the Regulations and the revocation of any such Degree or distinction;
   vi) academic partnerships with other institutions.

b. To ensure compliance with Office for Students conditions of registration, Ofsted expectations and any other academic regulatory requirements which may be in force from time to time.

c. To foster an active, reflective, academic community which promotes continuous enhancement to its academic provision.

d. To report to Council on quality, standards and student experience, and on the exercise of any responsibility delegated to it, as Council may require.

4.1.3 In addition, Council delegates to Senate the following responsibilities:

e. To recommend the successors to the first Chancellor for appointment by Council;
f. To nominate Pro-Vice-Chancellors for appointment by Council;
g. To prescribe the academic dress to be worn by the various Officers and members and students of the University, and the occasions on which it will be worn;
h. To discuss and declare an opinion upon any matter whatsoever relating to the University and to transmit such opinion to Council, and to transmit to Council any report or expression of opinion made by a Constitutional Body which is addressed to Council through Senate;
i. appoint Visiting Professors and Visiting Fellows;

j. recommend to Council the award of the title of Emeritus Professor in accordance with Ordinance 12.4;
k. do such other things as Council or the Laws of the University may authorise.

4.2 Membership of Senate

The Senate will consist of the following persons, namely:

4.2.1 *Ex-officio members comprise the:*

a. Vice-Chancellor;
b. Pro-Vice-Chancellors;
c. Professors of the University;
d. Directors of Education, Directors of Research, Directors of Theme;
e. Academic Registrar;
f. Director of Student Experience;
g. Director of Research and Innovation;
h. Librarian;
i. Director of IT;
j. President of the Cranfield Students' Association; and
k. holders of such other posts in the University or in bodies associated with the University (including at least one senior member of the Staff with responsibility for student affairs), as may be approved by Senate.

4.2.2 Elected members

Members of the academic staff (not being ex-officio members of Senate), elected by the members of the academic staff.

4.2.3 The number of elected members of Senate will be equal to one-third, or the nearest whole number lower than one-third, of the number of ex-officio and co-opted members of Senate.

4.2.4 The election of members of Senate will be made by the members of the academic staff (excluding ex-officio and co-opted members of Senate) as a whole; every such elector will be entitled to be nominated as a candidate.

4.2.5 Elections will be conducted by the Secretary of Senate, who will determine the procedure and timetable, provided that:

a. a period of not less than ten days elapses between a request for nominations and the closing date for their receipt;
b. each candidate is nominated by two electors;
c. the period for voting is not less than ten days; and
d. the system of transmitting, verifying and counting voting papers ensures a secret ballot.

4.2.6 Co-opted members

Up to seven students nominated by the Cranfield Students' Association and five people co-opted by Senate.

4.2.7 Co-opted members will hold office for a period, not exceeding one year, as specified at the time of their co-option.

4.2.8 The Vice-Chancellor will be the Chair of Senate and the Pro-Vice-Chancellors will be the Deputy Chairs of Senate.

4.3 Meetings of Senate

4.3.1 The Senate will from time to time appoint a member of the staff of the University to be the Secretary to Senate. During a vacancy in the office the Academic Registrar will act in their place.

4.3.2 Meetings will be convened by the Secretary of Senate in accordance with the programme agreed by Senate or by special direction of the Vice-Chancellor or Pro-Vice-Chancellor or on requisition as provided in Ordinance 9.1.7.

4.3.3 Notice of the date, time and place appointed for a meeting of Senate and an agenda paper will be sent by the Secretary to each member of Senate not less than seven days before the day appointed; provided that a meeting convened by shorter notice will be valid if not less than two thirds of the members are present.

4.3.4 Failing the Vice-Chancellor or a Pro-Vice-Chancellor, the Chair at meetings of Senate will be taken by a member chosen by the meeting.

4.3.5 The quorum will be 15% of the membership, except as provided in the proviso to Ordinance 4.3.3. above. If a meeting is adjourned for lack of a quorum notice will be given as for a new meeting.

4.3.6 Where necessary, urgent business for Senate may be dealt with by the Vice-Chancellor following consultation with a Pro-Vice-Chancellor and others as appropriate.

4.3.7 Senate is entitled to set up Boards or sub-committees as it deems to be necessary for the proper functioning of its business.

Ordinance 5 **Not allocated**

Ordinance 6 The Assembly

6.1 Authority of Assembly

The Assembly has authority to:

a. receive a statement from the Vice-Chancellor annually; and

b. discuss and declare an opinion on any matter relating to the University and to transmit that opinion to Council.

6.2 Membership of Assembly

All University staff will be members of the Assembly.

6.3 Meetings of Assembly

6.3.1 Meetings will be convened by the Clerk, and at least one meeting will be held in each calendar year. One meeting in each year will be designated the Annual General Meeting.

6.3.2 Other meetings may be convened at the request of the Chair or Vice-Chair, or by requisition of at least 20 members writing to the Secretary, along with a statement of the business to be transacted.

6.3.3 Notice of the date, time and place of meetings, and agenda and papers, will be provided in advance by the Clerk, in a manner to be determined by him or her and agreed with Assembly from time to time. Seven days' notice will be given of all meetings, except in the case of the Annual General Meeting, which requires 21 days' notice, with the agenda specified seven days in advance of the meeting.

6.3.4 The agenda of the Annual General Meeting will include:

a. confirmation of the officers of Assembly, including ratification of any new appointments and/or election results;

b. the annual statement of the Vice-Chancellor;

c. any other business proposed by members of Assembly, providing that notice of any items is provided to the Clerk not less than 14 days before the date appointed for the meeting.

6.3.5 The quorum for Assembly is 10% of the membership.

6.3.6 Attendance at Assembly will include remote attendance through teleconferencing or other mechanisms, providing it is clear that the members can contribute effectively to any discussion and vote.

6.3.7 In the absence of both the Chair and the Vice-Chair, the chair of any individual meeting will be taken by a member of Assembly chosen by those members present.

6.3.8 Decisions of Assembly will be made wherever possible by consensus. In the event of a vote being required, a decision shall be carried on a simple majority of the members of Assembly present. In the event of a tie, the Chair will carry an additional and deciding vote.

6.3.9 Assembly may also determine for itself which matters it may wish to delegate to a single member of the Assembly, to decide on its behalf. Any item of delegated business will be reported on at its next meeting.

6.4 Standing Orders

6.4.1 Terms of reference

Assembly is a constitutional body of Cranfield University with the principal aims of receiving an annual statement from the Vice-Chancellor and discussing and/or declaring an opinion upon any matter whatsoever relating to the University, and to transmit such opinion to Council or Senate.

Each Chapter of Assembly (where such exist) is entitled to have its own standing orders, and may deviate from those below providing good reason for such is recorded. The following standing orders will be deemed to apply to the Assembly, and to each Chapter, unless explicitly stated otherwise in the standing orders of an individual Chapter. (The term "Assembly" therefore should also be taken to mean "Chapter of Assembly".)

6.4.2 Officers of Assembly

The Vice-Chancellor will be the Chair of the Assembly, and of any Chapters of Assembly, where such exist.

The Assembly will elect two of its members to be its Vice-Chair and Clerk respectively. A term of office for each post will be for three years following the Annual General Meeting at which the appointment is confirmed. No person will hold any office of Assembly for more than two terms consecutively.

The Vice-Chair of Assembly is responsible for chairing Assembly, and for ensuring its business is followed up, in the absence of the Chair. The Clerk to Assembly is responsible for ensuring that meetings are convened, and properly minuted. The Clerk works with the Chair and Vice-Chair to set agendas for the meetings.

In the absence of an elected Vice-Chair, or in the absence of nominations for the election of a Vice-Chair, the Vice-Chancellor may appoint a member of Assembly to act as Vice-Chair for a period of up to twelve months.

In the absence of an elected Clerk, or in the absence of nominations for the election of a Clerk, the Secretary to Council may appoint a member of Assembly to act as Clerk for a period of up to twelve months.

6.4.3 Election of Officers of Assembly

Officers of Assembly (including the Vice-Chair and Clerk) will be elected by the following process:

a. the electorate will be all members of Assembly;

b. a call for nominations will be communicated to all members of Assembly by a method chosen by the Clerk;

c. the deadline for receipt of nominations will be at least one week from the initial announcement;

d. all nominations will require confirmation from the nominee that he or she is willing to stand for office, and three signatures of support (a proposer and two seconders) from amongst the electorate. Nominees may be asked to provide a statement to support their election;

e. Where the number of nominations does not exceed the number of available positions, the nominees will be appointed automatically to the office of the Assembly. Where the number of nominations is greater than the number of available positions, an election will be held;

f. Where an election is required, ballot papers will be distributed by a method chosen by the Clerk. Each member of the electorate will have one vote per number of available positions. The deadline for the receipt of ballot paper returns will be at least four weeks from the initial distribution;

g. The election to the office of Assembly will be for the candidate or candidates who obtain the most number of votes received.

6.4.4. Elections to other bodies

The mechanism for electing members of Assembly to serve on other bodies will be the same as that outlined for the election of Officer of Assembly, providing that Assembly may agree an alternative mechanism at a properly-convened meeting.

Ordinance 7 The Cranfield Students' Association

7.1 Composition of the CSA

7.1.1 All registered students are members of the Cranfield Students' Association (hereinafter referred to as CSA), unless they exercise their right to opt out of membership.

7.1.2 Arrangements for opting out of membership

a. Any student who wishes to opt out must notify the Academic Registrar.
b. An "opt out" is immediate and remains in force unless rescinded by the student.
c. Students may re-join the CSA at the beginning of the next academic year by notifying the Academic Registrar prior to the start of that year.
d. The Academic Registrar will provide the CSA with a list of all students who have opted out of membership.
e. The CSA will provide to the Secretary annually, and otherwise on request, a list of the benefits of membership of which an opted out student is deprived.

7.1.3 The CSA will be governed by a President and other Officers, who are appointed by election by a secret ballot. No person may hold a sabbatical or paid position in the CSA for more than two years in total.

7.2 Powers of the CSA

7.2.1 Subject to the Laws of the University, and in addition to its powers to operate as an independent organisation, the CSA has the power to:

a. make or amend, subject to approval by Council, a Constitution and Bye-Laws as necessary to enable it to operate in a legal and effective manner;
b. make representations to and, as required, designate an Officer or representative to serve on University committees; and
c. discuss and declare an opinion upon any matter affecting the students and to transmit such opinion to the appropriate Constitutional Body.

7.3 Constitution and Bye-Laws of the CSA

7.3.1 The Constitution and Bye-Laws will specify:

a. the governance and structure of the CSA taking into account, where appropriate, its operations on one or more campuses of the University;

b. that everybody eligible for membership under the Charter is entitled to full voting rights;

c. the voting rights of other categories of membership;

d. the right for a secret ballot from its members to end any external affiliations, should such a motion be presented;

e. formal disciplinary and complaints procedures relating to its activities and the responsibilities of its members;

f. the procedures by which it allocates funds or other resources to student societies, clubs or other affiliations operating under its name;

g. the procedures for appointing Auditors; and

h. that the CSA accounts must be presented annually to its members and to the Secretary for presentation to Council.

7.3.2 Council will review the Constitution and Bye-Laws made or amended under Ordinance 7.2.1a at least once every five years.

7.4 Funding

The Council will each year make available to the CSA such funds as may be approved by Council on the recommendation of the CSA as necessary to defray the expenses of or incidental to the affairs of the CSA.

Ordinance 8 The Alumni Association

8.1 Purpose of the Alumni Association

8.1.1 There will be an alumni association of Cranfield University called "Cranfield Alumni".

8.1.2 The aims and objectives of the Alumni Association are to:

a. promote, foster and maintain mutually productive links between its members, Cranfield University and other stakeholders;
b. encourage its members to participate in the life of Cranfield University and its ongoing mission;
c. promote the interests, and enhance the reputation of Cranfield University;
d. encourage the development of alumni groups and their interaction with Cranfield University;
e. represent the views of its members to Cranfield University.

8.2 Membership of the Alumni Association

8.2.1 The following categories and/or individuals are deemed to be full members of the Alumni Association, except where membership has been withdrawn as outlined below:

a. holders of any academic distinction of Cranfield University and its predecessor organisations or incorporated colleges;
b. holders of the Fellowship of Manufacturing Management;
c. Honorary Graduates of Cranfield University;
d. such other persons or categories of persons as determined by Council of Cranfield University.

8.2.2 The Alumni Association also admits associate members, which includes person who demonstrate clearly a commitment to the aims and objectives of the Alumni Association, but who do not qualify for full membership.

8.2.3 Members are required to maintain contact details through mechanisms outlined by the Secretary to the Alumni Association from time to time. Members are deemed to be registered if they remain on a list of members maintained by the Secretary of the Alumni Association. Members will be removed from this list if or when the Secretary to the Alumni Association receives:

a. formal notification from the member that he or she does not wish to remain on the list of members and/or receive communications from Cranfield University on its activities;

b. clear evidence that the contact details have become obsolete;

c. formal notification of the death of the member;

d. or when the Vice-Chancellor and the Secretary to Council are both satisfied that the conduct of a member has been incompatible with the objectives, reputation or good running of Cranfield University, providing that the Secretary has informed the member that such action will be taken.

Members who have been removed from the list under a or b above are re-registered if appropriate contact details are communicated to the Registrar.

8.2.4 This list of members also records, where relevant, each member's affiliations with the University. The list of members is made available to staff of Cranfield University and Officers of the Alumni Association in support of both institutions' alumni activities.

8.3 Governance of the Alumni Association

8.3.1 The Officers of the Alumni Association are:

a. <u>The President of the Alumni Association</u>
The President will normally be a registered full member of the Alumni Association who has provided demonstrable assistance or support to Cranfield University.

The President is responsible for:

i. articulating strategies and initiatives to further the objectives of the Alumni Association;

ii. communicating to Cranfield University on such activities and views expressed by the members of the Alumni Association;

iii. overseeing the proper running of formal activities of the Alumni Association, with the support of the Secretary and other appointed Officers.

b. <u>The Secretary to the Alumni Association</u>
The Secretary to the Alumni Association is normally a member of staff of the University and is appointed by the Secretary to Council.

The Secretary to the Alumni Association is responsible for:

i. working with the President to ensure the smooth running of meetings, events and initiatives relating to the Alumni Association;
ii. communicating with other staff in Cranfield University on general alumni activities.

c. one or more Vice-Presidents of the Alumni Association are registered full members of the Alumni Association. The method of appointment is agreed by the President and communicated to registered members by the Secretary to the Alumni Association.

The Vice-President(s) is responsible for:

i. deputising for the President in their absence, or during a period of vacancy in the post;
ii. other matters as advised by the President.

8.3.2 The Alumni Association is entitled to appoint such Officers as it deems to be necessary for the proper functioning of its business.

8.3.3 Meetings of the Alumni Association are called at the discretion of the President or, in their absence, the Vice-President(s) or the Secretary to the Alumni Association.

8.3.4 The Alumni Association is entitled to set up boards or sub-committees as it deems to be necessary for the proper functioning of its business.

8.4 Alumni Groups

8.4.1 The Alumni Association is entitled to set up rules governing the formal establishment or recognition of alumni groups.

Ordinance 9 Provisions relating to Constitutional Bodies

9.1 Provisions

Subject to the Laws of the University, the following provisions apply to each of the Constitutional Bodies:

9.1.1 An elected member must be a member of the Body which elected them. An appointed member need not be a member of the Body which appointed them.

9.1.2 Any member and any Officer (other than ex-officio member or Officer) may resign his membership or office by notice in writing to the Secretary of the Body, or other equivalent Officer.

9.1.3 Any member and any Officer may be re-appointed, re-elected, or re-co-opted.

9.1.4 A member who is required by the Statutes to posses any qualification for appointment or election will cease to be a member if they cease to posses that qualification.

9.1.5 A person who is appointed or elected to fill a casual vacancy may hold office only for the unexpired part of the term of office of the member whose place they fill.

9.1.6 A member or Officer whose period of membership or office has expired may nevertheless continue in membership or office for a further period of six months, or until their successor has been appointed or elected, whichever is earlier.

9.1.7 Meetings may be convened by direction of the Chair or on such other authority as may be prescribed by the Laws of the University, and must be so convened at least once in every academic year. Meetings may also be convened on the written requisition of the membership addressed to the Clerk or Secretary and specifying the business proposed to be transacted. The proportion of the membership required to requisition a meeting is one-quarter, unless otherwise specified in the Ordinance relevant to that Body. The relevant Body may determine the times and places of and the mode of convening meetings, the procedure to be followed and the quorum necessary and may make, amend and repeal Standing Orders governing such matters and its proceedings generally.

9.1.8 In the absence of a quorum, business may still be discussed but no formal decisions ratified.

9.1.9 Every matter will be determined by the majority of the members present and voting on the question. In case of equality of votes, the Chair or other presiding Officer has a casting vote whether or not they have voted before on the question.

9.1.10 The Body may delegate such of its own powers as it may think fit and any committee or any Officer of the University to whom powers have been delegated, may, unless otherwise specified, have powers of sub-delegation.

Provided that nothing in this paragraph enables Council to delegate its power under Statute 4.

9.1.11 Challenges to the legitimacy of any decision are not valid if they relate to:

a. the quoracy of the meeting;

b. the standing of any person present and their right to vote; and

c. any accidental failure to give or receive notice of the meeting or its agenda;

unless such challenges are made at the time of the decision. The Chair of the meeting may adjudicate such challenges and their decision is final.

9.1.12 Whereby the Statutes or Ordinances any Constitutional Body is empowered to co-opt members or to elect Officers or to elect or appoint persons to be members of any other Constitutional body, the procedure for such co-option, election or appointment will, subject to the Ordinances, be prescribed by the rules or standing orders of the co-opting, electing or appointing body.

9.1.13 Where there are more nominees than vacancies for any election, a ballot by means of an alternative preference vote system will be held, unless otherwise provided in the rules or standing orders.

Ordinance 10 Officers of the University

10.1 The Chancellor

10.1.1 The Chancellor will hold office for five years, subject to 10.1.4 below.

10.1.2 The Chancellor will be appointed by the Council on the recommendation of Senate.

10.1.3 The Chancellor may preside over Graduation ceremonies and confer degrees upon people qualified by the Laws of the University to receive them.

10.1.4 The Chancellor may be removed from office for good cause by the Council.

10.2 The Pro-Chancellor

10.2.1 The Pro-Chancellor will hold office for three years or for such shorter periods as may be determined by Council at the time of their respective elections and in each case subject to 10.8.1c.

10.2.2 The Pro-Chancellor will be elected by Council from among the independent members.

10.2.3 The Pro-Chancellor will be ex-officio the Chair of Council and in the absence or inability of the Chancellor, or during a vacancy in that office, will have power to exercise and perform all the functions of the Chancellor.

10.2.4 In the absence or inability of the Pro-Chancellor, or during vacancy in that office, the Deputy Chair of Council may exercise and perform all the functions of the Pro-Chancellor, except the power to confer degrees.

10.2.5 The Pro-Chancellor may be removed from Office for good cause by Council.

10.3 The Vice-Chancellor

10.3.1 The Vice-Chancellor will be employed and hold office subject to Statute 4 and to Ordinance 10.3.7.

10.3.2 The successors to the first Vice-Chancellor will be appointed by Council after considering a report from a Joint Committee consisting of the Pro-Chancellor as Chair, a number (not exceeding five) of Independent Members of, or appointed by, Council, and an equal number of members of, or appointed by, Senate.

10.3.3 The Council will determine the conditions of employment and office of the Vice-Chancellor provided that such conditions are consistent with the responsibilities placed upon the Vice-Chancellor by the Laws of the University.

10.3.4 The Vice-Chancellor is responsible to Council for maintaining and promoting the efficiency and good order of the University.

10.3.5 The Vice-Chancellor is ex-officio the Chair of Senate and, in the absence or inability of the Chancellor or Pro-Chancellor, has the power to confer degrees.

10.3.6 Any grievance brought by the Vice-Chancellor, other than a grievance against the Pro-Chancellor, will be dealt with by the Pro-Chancellor. Where the grievance is against the Pro-Chancellor it will be dealt with by an Independent Member of Council appointed by Council for that purpose. The Officer/Independent Member hearing the grievance may determine the procedure to be adopted.

10.3.7 The Council may dismiss or remove the Vice-Chancellor from employment or office for good cause in accordance with the following procedure:

a. A complaint seeking the removal of the Vice-Chancellor for good cause may be made by three or more members of Council to the Pro-Chancellor.

b. If it appears to the Pro-Chancellor that a complaint made under sub-paragraph 'a.' does not raise a *prima facie* case or is trivial or invalid, they may recommend to Council that no further action be taken upon it.

c. If it appears to the Pro-Chancellor that, on the material presented, the complaint raises a *prima facie* case and that this could, if proved, constitute good cause for dismissal or removal they will request Council to appoint a Tribunal to hear and determine the matter.

d. Where a complaint is made under this Ordinance, the Pro-Chancellor may suspend the Vice-Chancellor from their duties and may exclude the Vice-Chancellor from the precincts of the University or any part thereof without loss of salary.

e. Where Council appoints a Tribunal under sub-paragraph 'c.', an Independent Member of Council who has brought the complaint, will formulate a charge or charges and present, or arrange for the presentation of, the charges before the Tribunal.

f. A Tribunal appointed by the Council will comprise:
- two Independent Members of Council, one of whom will act as Chair; and
- one member of Academic Staff.

g. Subject to the principles of natural justice and fairness the Tribunal may determine its own procedure.

h. The Tribunal must send its reasoned recommendations on any charge referred to it, together with its findings of fact regarding the charge and its recommendations, if any, as to the appropriate penalty to the Pro-Chancellor and to the Vice-Chancellor.

i. The Pro-Chancellor must then present the Tribunal recommendations to Council for its decision, which will then be conveyed to the Vice-Chancellor by the Pro-Chancellor who will also draw attention to the period of time within which any appeal may be made. In the event of an appeal by the Vice-Chancellor, the person appointed to hear such an appeal will be independent of the University holding, or having held,

judicial office or being barristers or solicitors of at least 10 years' standing and the person so appointed will, subject to the principles of nature justice and fairness, determine the procedure to be adopted in hearing the appeal.

j. The person appointed will send their reasoned decision on the appeal, together with any findings of fact different from those reached by the Tribunal, and their recommendations, if any, as to the appropriate penalty, to the Pro-Chancellor and to the Vice-Chancellor.

k. Where a charge or charges have been upheld by the Tribunal and not dismissed on appeal, the Pro-Chancellor will present the reasoned decision with the findings of fact and the recommendations to Council for its final decision on what action to take. If Council decides not to follow the recommendations of the Tribunal it may implement such other sanction as it considers appropriate, or no sanction.

10.4 Appointed Officers

10.4.1 The Charter authorises Council to appoint other Officers of the University as may be deemed necessary with such duties and on such terms and conditions as it deems fit.

10.4.2 The other Officers currently appointed by Council are:

a. the Pro-Vice-Chancellor(s);
b. the Secretary;
c. the Chief Operating Officer

10.4.3 The Vice-Chancellor may designate one or more appointed Officers as Deputy-Vice-Chancellors with such functions as may be delegated to them by the Vice-Chancellor.

10.5 The Pro-Vice-Chancellor(s)

10.5.1 Pro-Vice-Chancellors may be appointed by Council on the nomination of Senate and hold office for such period and upon such conditions, subject to Statute 4, as may from time to time be determined by Council after consultation with Senate.

10.5.2 Pro-Vice-Chancellors will exercise such functions as may be delegated to them by the Vice-Chancellor.

10.6 The Secretary

10.6.1 The Secretary will be appointed by Council after considering a report from a Joint Committee of Council and Senate, and will hold office for such respective periods, subject to Statute 4, as determined by Council.

10.6.2 The Secretary is responsible for providing secretarial services for Council.

10.6.3 The Secretary will hold office upon such conditions and with such powers and duties as may be prescribed by Council.

10.7 Chief Operating Officer

10.7.1 The Chief Operating Officer will be appointed by Council and will hold office for such period and upon such conditions, subject to Statute 4, as may from time to time be determined by Council.

10.7.2 The Chief Operating Officer will exercise such functions as may be delegated to them by the Vice-Chancellor.

10.8 Officers of the University

10.8.1 Subject to the Laws of the University, any Officer of the University may:

a. with the consent of Council, delegate all or any of their powers and duties to any other Officer or member of Council or of staff;

b. subject to the terms of their contract, resign their office by notice in writing to the Secretary, except in the case of the Secretary, who may so resign by notice in writing to the Pro-Chancellor;

c. be removed for good cause as defined in 10.8.3 unless the Officer is subject to Statute 4; and

d. be re-appointed or re-elected.

10.8.2 No person may be removed from office by Council unless they have been given a reasonable opportunity of being heard by Council and of questioning the witness upon whose evidence the case against them is based.

10.8.3 For the purposes of this Ordinance, “good cause” includes:

a. misconduct;
b. redundancy;
c. incapability or unsatisfactory performance;
d. ill health or medical incapacity;
e. some other substantial reason.

Ordinance 11 Constituent Units of the University

Council may establish and prescribe the constitution of the Constituent Units of the University.

11.1 The academic Constituent Units of the University are as follows:

a. Faculty of Business and Management
b. Faculty of Engineering and Applied Sciences
c. MK:U

Ordinance 12 Honorary Awards

12.1 Honorary Awards approval

Candidates for the awards of Honorary Fellowship and Honorary Degree will be proposed through a nominations process agreed by Honorary Degrees Committee (HDC), which will then make recommendations to Council for consideration and approval. The Pro-Chancellor shall Chair HDC and Senate should be represented for the discussion of these awards.

12.2 Cranfield University Fellowships

12.2.1 These honorary fellowships may be conferred on persons whose outstanding work or action has contributed significantly (whether by benefaction, achievement or service) in furthering the work of interests of the University.

12.2.2 One Honorary Fellow may be recognised as the Senior Fellow.

12.2.3 Current staff, students and Members of Council will not normally be eligible until they cease these roles.

12.3 Honorary Degrees

12.3.1 Honorary Degrees may be awarded to those who have achieved distinction and/or given significant service to business, public sector, military, academia, charities, or public life. Potential recipients should be distinguished contributors and reflect Cranfield's values. They may be nominated for their outstanding achievements locally, nationally, or internationally. They should be role models for our graduates and raise the profile of the University. They may already have a connection with Cranfield or be able to promote opportunities for future collaborations to support the University's mission.

12.3.2 The Degree awarded will be agreed by the HDC and will normally be a doctorate.

12.3.3 Current staff, students and Members of Council will not normally be eligible until they cease these roles.

12.3.4 The award carries no demands but the University would welcome continuing engagement with its Honorary Graduates.

12.4 Emeritus Professors

12.4.1 The title of Emeritus Professor may be conferred by the Council on the recommendation of Senate, upon any former Professor of the University who has retired from their post having served the University with distinction.

12.4.2 The title is honorary and carries with it no right to remuneration or to the use of facilities other than those generally available to former members of the University.

12.4.3 A proposal for conferment on a former staff member of the University may be considered once the person concerned has retired, or confirmed in writing their intention to retire from their post in the University and has confirmed that they

Ordinance 11 Constituent Units of the University

Council may establish and prescribe the constitution of the Constituent Units of the University.

11.1 Faculties

The academic Constituent Units of the University, known as **Faculties** are as follows:

a. Business and Management
b. Engineering and Applied Sciences

Ordinance 13 Fees and Charges

13.1 Fees for Courses of Study

13.1.1 The power of Council under the Charter to determine the scale of fees payable for courses of study offered by the University is hereby delegated to the Vice-Chancellor, who may delegate further at their discretion. The scale of fees in relation to each course will be reported annually to Council and to Senate.

13.1.2 The tuition fee charged for a course of study will be deemed to include all fees for registration, tuition, examination, and graduation, and for membership of the Cranfield Students' Association and of the Alumni Association as appropriate.

13.1.3 The fee for the first year of a course of study will be payable in advance on initial registration, and, if the course extends beyond one year, further fees will be payable annually in advance thereafter.

13.1.4 Where the period of registration of a student is extended beyond that normally required for the course of study, an additional fee calculated on a pro-rata basis for the period concerned will be payable; provided that the fee may be waived if the Pro-Vice-Chancellor concerned so directs.

13.1.5 Where a student transfers from one course to another, the tuition fee payable will be an amalgam of the fees for each course calculated on a pro-rata basis.

13.1.6 Where the registration of a student is suspended, no fee will be payable for the period of suspension. The pro-rata element of any fee already paid relating to the period of suspension will be credited against any further payments due.

13.2 Other charges

13.2.1 Charges incurred by a student will be payable as follows:

a. accommodation – as prescribed in the local rules relating to the accommodation concerned;
b. services rendered or goods supplied by the University – on receipt;
c. any fine imposed for the breach of any Regulation of Law of the University – immediately the fine is imposed.

13.3 Non-payment of Fees and Charges

13.3.1 Where payment of fees and charges is not made when due, the University may charge interest on any outstanding sum at the National Westminster Bank base rate plus 4%. Non-payment of fees and charges relating to a specific course of study will also, after due warning, constitute sufficient reason for termination of a student's registration. Non-payment of fees and charges relating to accommodation and any other goods or services provided will also, after due warning, constitute sufficient reason for appropriate action by the University to recover the accommodation, and/or cease provision of relevant goods or services.

In both cases the University will pursue appropriate legal action to recover the debt if required.

13.3.2 Where a person is in debt to the University at the end of their period of study and that debt involves non-payment of fees and charges relating to a specific course of study, no formal notification will be issued as to the results of any examinations or other assessments undertaken by that person relating to the award or non-award of a Degree or other academic distinction of the University. Where details of results are sought by a person in debt in relation to fees and charges relating to a specific course, the information supplied will not take the form of an official transcript or an official reference, and it will clearly state that the student is a debtor to the University. In addition, debtors will not be entitled to graduate, nor to receive any Degree certificate, until all debts relating to the course are discharged.

13.4 Refund of fees and charges

13.4.1 A student who withdraws from his course of study, or whose registration is terminated before its conclusion, will:

a. continue to be liable for all fees and charges already due and not entitled to a refund of any fees or charges already paid; and

b. if he is in receipt of any form of grant or monetary assistance from the University, be liable to repay the proportion of such monies paid or credited to him up to the date of cessation of studies as may relate to a period subsequent to that cessation.

Ordinance 14 The Academic and Financial Years

14.1 The Academic Year

The Academic Year of the University is from the first day of August to the last day of July the following year.

14.2 The Financial Year

The Financial Year of the University is from the first day of August to the last day of July the following year.

Ordinance 15 Relationships with other institutions

15.1 Approval of agreements

15.1.1 Subject to Ordinance 2.2.2, any agreement with or in relation to another institution under Article 2.4.1 and 2.4.2 of the Charter is delegated to the University Executive.

15.1.2 Subject to Ordinance 2.2.2, any agreement with or in relation to another institution under Article 2.4.3 of the Charter is delegated to Senate (for academic aspects of the agreement) and University Executive (for legal and financial aspects) of the agreement.

15.1.3 Any agreement with or in relation to another institution under Article 2.4.4 of the Charter must be approved by Council after considering whether the legal and financial aspects of such agreement or arrangement are satisfactory.

15.2 Termination of agreements

Any agreement or arrangement made under Ordinance 15.1.3 may be terminated by Council.

Ordinance 16 **Not allocated**

Ordinance 17 **Not allocated**

Ordinance 18 **Not allocated**

Ordinance 19 **Not allocated**

Ordinance 20 General Provisions

20.1 Application

20.1.1 This Ordinance contains general provisions applicable to all Ordinances contained in Part B.

20.2 Representation and accompaniment

20.2.1 Where provided for under the Ordinances a member of staff will have the right to be accompanied at a hearing by a Trade Union Representative or Workplace Colleague of their reasonable choice. The member of staff must make all arrangements for their own representation or accompaniment where they wish to exercise that right.

20.2.2 If the Trade Union Representative or Workplace Colleague is not available to attend at the time proposed for the hearing, then the member of staff may propose an alternative time for the hearing to take place. The proposed alternative time must be reasonable and must be within 5 working days of the initial date of the hearing.

20.2.3 At a hearing, the Trade Union Representative or Workplace Colleague accompanying the member of staff is entitled to put the member of staff's case, to sum up the case, to respond on the member of staff's behalf to any view expressed at the hearing, and to confer with the member of staff. The Trade Union Representative or Workplace Colleague may request brief adjournments to discuss and give advice to the member of staff.

20.2.4 The Trade Union Representative or Workplace Colleague does not have the right to answer questions on behalf of the member of staff, should not address the hearing if the member of staff does not wish it, and should not act in a way that prevents the University from explaining its case or prevents another person at the hearing from making their contribution to it.

20.2.5 A member of staff chosen to accompany another to a hearing will be entitled to take paid time off during the hours to attend that hearing.

20.3 Witnesses

20.3.1 Members of staff who are witnesses in relation to any investigation or proceedings under the Ordinances may be required to provide or affirm written statements. Such statements will normally be viewed by relevant parties, including the member(s) of staff against whom allegations are made.

20.3.2 In may be appropriate in some circumstances for the identity of a witness or a witness statement to be kept confidential. Where this is the case relevant parties will be given as much information as possible while maintaining confidentiality.

20.4 Recording of hearings and meetings

20.4.1 The electronic recording of hearings and meetings is not normally permissible. In exceptional circumstances, for example where the member of staff has particular needs due to a disability, electronic recording may be allowed, subject to the prior written agreement of the chair of the proceedings.

20.4.2 A note-taker, normally a member of People and Culture, may attend hearings and meetings. Where notes are taken during a hearing or meeting, such notes

will normally be a summary of key points of discussion rather than a verbatim record.

20.5 Confidentiality

20.5.1 Unless notified to the contrary, members of staff must treat as confidential any information communicated to them in connection with the procedures outlined in these Ordinances.

20.6 Non attendance

20.6.1 Members of staff are required to take all reasonable steps to attend a meeting or hearing convened under these Ordinances. Failure to attend a meeting or hearing may be treated as misconduct.

20.6.2 If a member of staff does not attend a meeting or hearing without good reason, the meeting or hearing may proceed in their absence. Normally, however, the meeting or hearing will be adjourned to enable contact to be made with the member of staff to ascertain the cause of their absence, unless the meeting or hearing has already been adjourned due to previous absence without good reason.

20.6.3 Where a member of staff is persistently unable or unwilling to attend a meeting or hearing, a decision will normally be made in their absence on the evidence available. In such circumstances the chair will seek to ascertain via People and Culture whether there are compelling grounds for a further adjournment before proceeding with the meeting or hearing in the absence of the member of staff.

20.7 Assistance for members of staff with disabilities

20.7.1 If a member of staff has any disability which may require particular facilities at any meeting or hearing under these Ordinances, they should request those facilities in advance of the meeting or hearing.

20.8 Suspension

20.8.1 A member of staff may be suspended in circumstances where gross misconduct is alleged, where there are risks to other parties or property, where relationships have seriously broken down such as to impair efficiency, such other reasons as may be appropriate, and to assist an investigation into these and similar matters.

20.8.2 Suspension is a neutral act to facilitate an investigation, which should be carried out promptly, and will normally be on full pay. Suspension will not be used as a form of disciplinary sanction and does not imply that any decision has already been made about the allegations.

20.8.3 Suspension must be authorised by the Director of People and Culture or nominee.

20.8.4 The reason(s) for suspension and the initial period of suspension will be notified in writing to the member of staff by the Director of People and Culture or nominee.

20.8.5 The suspension period will be as brief as practicable and will normally be for a period no longer than 10 working days in the first instance. Should it be determined that the suspension is to continue beyond the initial period, the Director of People and Culture or nominee will write to the member of staff to

explain the reason(s) for continuing the suspension and invite comment in writing. The Director of People and Culture or nominee will then re-consider the decision to continue the suspension in the light of any comments received. If the suspension is to continue, the position will be reviewed again at appropriate intervals not normally exceeding 20 working days.

20.8.6 During the suspension period, the member of staff must not contact colleagues or visit University premises or access University facilities including email and databases without first obtaining authority from the Director of People and Culture or nominee. Such authority will normally be granted (subject to any conditions considered appropriate) to enable the member of staff to prepare for any formal proceedings. Members of staff retain the right to contact their Trade Union Representative whilst they are suspended.