

# INSTRUMENT OF GOVERNMENT OF GSM LONDON

After discussion at the meeting held on 25 November 2015 at 25 Victoria Street, London SW1H 0EX  
the Board of Directors of GSM London Limited  
passed the following Resolution:

"It is resolved that in accordance with Article 7.1 of the Articles of Association of GSM London Limited, adopted on the 4 February 2015, and as altered from time to time, that an Academic Board be established with the following regulations regarding composition, powers and responsibilities."

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## 1. INTERPRETATION

1.1 In these regulations (unless the context requires otherwise) the following words have the following meanings:

<b>"Academic Board"</b>	means the body referred to in Article 7 of the Articles of Association.
<b>"Articles"</b>	The Articles of Association of GSM London Limited adopted on the 4 February 2015, and as altered from time to time
<b>"Board"</b>	the board of directors for the time being of the Company or any duly constituted and authorised committee of it
<b>"the holders of senior posts"</b>	means the President and the Provost and the holders of such other senior posts as the Board of Directors may determine and "holder of a senior post" shall be construed accordingly;
<b>"the staff"</b>	includes both teaching and other staff of the College.
<b>"a students' union"</b>	any association of the generality of students formed to further the educational purposes of the College and the interests of students as students.

## 2. CONDUCT OF THE COLLEGE

2.1 The College shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of the Articles, these Regulations and any rules or bye-laws made under these Regulations.

2.2 In accordance with these, the College adopts the following principles governing its rules and bye-laws.

### **3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS, HEAD OF COLLEGE, AND ACADEMIC BOARD**

#### Board of Directors

- 3.1 The Board of Directors shall be responsible to:
- (a) Approve the mission and strategic vision of the College, long-term academic and business plans and key performance indicators, and ensure that these meet the interests of stakeholders.
  - (b) Nominate to the College by process of its determination any persons for election or appointment to any ceremonial posts it may determine necessary.
  - (c) Appoint the Chair, and Deputy Chair, and members of the Academic Board.
  - (d) Appoint the President and CEO, Provost and the Clerk to the Board after consideration of a report of a Joint Committee of the Board of Directors and Academic Board;
  - (e) Appoint holders of senior posts, on the recommendation of the Academic Board, where required; and to delegate to appointment panels under procedures agreed by the Board of Directors the power to appoint other members of staff;
  - (f) Appoint the Auditor or Auditors for the College;
  - (g) Confer the title of Emeritus Professor or Associate Professor, or Honorary Professor, Associate Professor or Lecturer, or such other honorary titles as may jointly be approved by the Academic Board and the Board of Directors;
  - (h) For so long as the Company has degree-awarding powers from the Privy Council, recommend to the Privy Council amendments, alterations or additions to this resolution, provided that no such amendment, alteration or addition shall be brought before the Privy Council until the Academic Board have had an opportunity of reporting thereon to the Board of Directors;
  - (i) Make, amend, alter or repeal regulations, policies, rules or byelaws provided that no new, amended, altered or repealed regulation affecting academic standards or quality shall be enacted until the Academic Board has had an opportunity of reporting thereon to the Board of Directors;
  - (j) Make Regulations and to confirm regulations submitted by the Academic Board for any matters in respect of which the Board of Directors may make Regulations;
  - (k) Govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the College and for that purpose to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to cause proper books of account to be kept for all sums of money received and expended by the College and for the assets and liabilities of the College so that such books give a true and fair view of the state of the College's affairs and explain its transactions;

- (l) Take over all properties, assets, benefits and liabilities of the College;
- (m) Join or collaborate with any other College, academic body or similar institution, organisation, company, partnership, joint venture or association having in view or promoting any activity the same as, or similar or related to, or which can provide a service for, any activity of the College as provided for by or permitted by law, being consistent with the provisions of the Articles of Association, and in such manner as may be authorised by this resolution of the College, and to delegate or revoke delegation of any of the College's functions to individuals, boards, committees and other entities (comprising its own officers or members or otherwise) with a view to furthering any of the above collaborative purpose or purposes;
- (n) Sell, buy, exchange, lease and accept leases of real and personal property on behalf of the College;
- (o) Act as trustees or managers of any property, legacy, endowment, bequest or gift made to the College to further its charitable objects;
- (p) Provide the buildings, premises, furniture and equipment and other means required for carrying on the work of the College;
- (q) Provide for the welfare of persons in the employment of the College or formerly in the employment of the College through the provision of such emoluments, pensions or other schemes as the Board of Directors think fit;
- (r) Enter into, vary, carry out and cancel contracts on behalf of the College;
- (s) Review the academic work of the College and receive reports thereon from the Academic Board, and to take such steps as it thinks proper for the purpose of ensuring the efficiency and effectiveness of the College in the provision of teaching, the pursuit of learning and the prosecution of research;
- (t) Review, amend, refer back, control or disallow any act of the Academic Board required under this resolution to be reported to the Board of Directors and to give directions thereon to the Academic Board provided that any act of the Academic Board which is amended by the Board of Directors shall be referred again to the Academic Board for consideration and report before being carried into effect;
- (u) Approve or disapprove the names of persons proposed by the Academic Board as recipients of honorary degrees provided that no person shall be admitted by the College to an honorary degree whose name has not been approved for that purpose both by the Board of Directors and by the Academic Board;
- (v) Consider, adjudicate upon and if thought fit redress any grievance of any member or employee of the College save where the Board of Directors has approved, through Policies or Regulations, alternative arrangements for such matters;
- (w) Provide for the welfare of the students of the College;

- (x) Select a Seal, Arms and a Mace for the College and to have the sole custody and use of the Seal;
- (y) Exercise all such powers as are or may be conferred on the Board of Directors by the Articles of Association, this Resolution and Regulations and to carry the like into effect.

3.2 The Board of Directors may delegate specified powers to individuals or committees accountable to the Board of Directors. Such delegations shall be set out in an approved scheme of delegation.

#### President and Chief Executive Officer

- 3.3 Subject to the responsibilities of the Board of Directors, the President shall be the chief executive of the College and shall be responsible for:
- (a) making proposals to the Board of Directors about the educational character and mission of the College, and for implementing the decisions of the Board of Directors;
  - (b) the organisation, direction and management of the College and leadership of the staff;
  - (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Directors - of the pay and conditions of service of staff other than the holders of senior posts; and the assignment and appraisal of the holders of senior posts other than the Provost and the Clerk to the Board of Directors, if the holder of that office is not a member of the College's staff;
  - (d) the determination, after consultation with the Academic Board, of the College's academic activities, and for the determination of its other activities;
  - (e) preparing annual estimates of income and expenditure, for consideration by the Board of Directors, and for the management of budget and resources, within the estimates approved by the Board of Directors; and
  - (f) the maintenance of student discipline and, within the rules and procedures provided within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

#### Academic Board

- 3.4 Subject to the provisions of the Articles, the overall responsibility of the Board of Directors, and to the responsibilities of the President and CEO, the Academic Board shall be subject to the requirements of validating and accrediting bodies responsible to:
- (a) Direct and regulate the teaching and instruction within the College and the examinations held by the College subject to the powers of the Board of Directors as hereinbefore defined;
  - (b) Promote research and scholarship within the College and to require reports from time to time upon such research and scholarship;

- (c) Award degrees (other than honorary degrees), diplomas, certificates and other Distinctions, including degrees, diplomas, certificates and other Distinctions offered and awarded by the College in conjunction with another institution;
- (d) Make all regulations for giving effect to the articles of association relating to academic standards, quality, awards, qualifications, programmes of study and examinations;
- (e) Regulate the admission of persons to programmes of study in the College and their continuance at such programmes;
- (f) Regulate all College assessment and examinations, and to appoint External Examiners;
- (g) Suspend or remove an Examiner for negligence or misconduct or any other good cause during their or her term of office and in the case of a casual vacancy to appoint a substitute who shall have authority to act during the assessment or examination then in progress or next ensuing;
- (h) Formulate, modify or revise schemes for the organisation of the Faculties, Colleges, Schools, Institutes, Boards, Departments or Centres of the College and to assign to them their respective subjects and also to report to the Board of Directors as to the expediency of the establishment at any time of other Colleges, Schools, Institutes, Boards, Departments or Centres;
- (i) Review, amend, refer back, control or disallow any act of any Faculty, College, School or Institute, or of any Board, or Department and to give directions to any such body;
- (j) Report to the Board of Directors on all regulations and policies of the College or proposed changes thereof;
- (k) Report to the Board of Directors on such changes to the Articles of Association as the Board of Directors may propose;
- (l) Consider any matter concerning teaching, learning and research, and to report to the Board of Directors as appropriate;
- (m) Discuss any matter relating to the College including any matters referred or delegated to the Academic Board by the Board of Directors and to report its views on such matters to the Board of Directors;
- (n) Propose to the Board of Directors the names of recipients of honorary degrees;
- (o) Regulate matters of discipline relating to applicants, students of the College and former students, in accordance with the Articles of Association of the College. This shall include the powers to deny admission to any applicant, exclude or expel any current student, and deprive of any award any current or former student;
- (p) Exercise all such powers as are or may be conferred on the Academic Board by the Articles of Association and further rules and byelaws and to do such other acts and things as the Board of Directors shall authorise;

- (q) Advise and make recommendations to the Board of Directors on matters affecting the appointment, duties and conditions of service of all members of the Academic Staff;
- (r) Approve examinations and periods of study at other Universities, Colleges and places of learning as equivalent to such examinations and periods of study in the College as the Academic Board may determine;
- (s) Make recommendations to the Board of Directors for depriving, with good cause, any person of any degree, diploma, certificate or other distinction granted to or conferred on them by the College; and
- (t) Regulate the use of academic dress in the College.

3.5 The Academic Board may delegate specified powers to individuals or committees accountable to the Academic Board. Such delegations shall be set out in an approved scheme of delegation.

#### **4. COMPOSITION OF THE ACADEMIC BOARD**

4.1 There shall be an Academic Board of no more than twenty-five members, comprising the President, Provost and such people, staff and students as may from time to time be approved by the Board of Directors.

4.2 The Chair of the Board of Directors may nominate a Chair and Deputy Chair from among the members of the Academic Board. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Directors.

4.3 At least half of the members of the Academic Board shall comprise persons of academic standing occupying posts at Head of Department level or above in a UK University or Higher Education Institution usually with at least 10 years' experience of the standards of degrees awarded in the United Kingdom.. The membership shall also include not less than four members of the teaching staff (other than Heads of Department or above); not less than one member of the non-teaching staff; and not less than one student.

#### **5. STUDENTS' UNION**

5.1 A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Directors and shall present audited accounts annually to the Board of Directors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Directors.

5.2 The Board of Directors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.

5.3 In exercise of their responsibilities under Article 3.4(o), the Academic Board, after consultation with the Board of Directors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

5.4 After consultation with representatives of students, and the Academic Board, the Board of Directors shall make arrangements to ensure that students have an appropriate opportunity to raise matters of proper concern to them at all levels in the College and should provide for the procedures to be followed to that end.

## **6. RESERVED BUSINESS**

6.1 Within the bodies outlined in this resolution, student members shall not be entitled to receive papers, participate in or be present for discussions relating to the admission or academic assessment and examination of individual students; or affecting the appointment, promotion or personal affairs of a member of staff of the College, except where this would interfere with the exercise of statutory duties as either a director or trustee.

6.2 The Chair of the relevant committee shall decide whether a matter falls within the terms of the above proviso. The decision shall be final and neither the Chair nor Board is bound to give any reasons for this decision.

## **7. DELEGATION OF FUNCTIONS AND COMMITTEES**

7.1 Subject to the following provision of this resolution, the Board of Directors, Academic Board or the President may establish committees for any purpose or function, other than those assigned elsewhere in the Articles to the President or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board of Directors or to the President.

7.2 The Board of Directors shall not, however, delegate the following:

- 7.2.1 the determination of the educational character and mission of the College;
- 7.2.2 the approval of the annual estimates of income and expenditure;
- 7.2.3 ensuring the solvency of the College and the Company and the safeguarding of their assets;
- 7.2.4 the appointment or dismissal of the President, as chief executive; or
- 7.2.5 the varying or revoking of this resolution.

7.3 The Academic Board shall not, however, delegate the following:

- 7.3.1 the awarding of degrees (other than honorary degrees), diplomas, certificates and other distinctions, including degrees, diplomas, certificates and other Distinctions offered and awarded by the College in conjunction with another institution; or
- 7.3.2 the vote of confidence in the Provost, as chief academic officer;

**8. RULES AND BYE-LAWS**

8.1 Within their areas of responsibility, the Board of Directors, Academic Board and President shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the College as it shall think fit. Such rules and bye-laws shall be subject to the provisions of the Articles and this resolution.

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

9.1 A copy of the Articles of Association and this Resolution, and any rules or bye-laws, shall be given to every member of the Board of Directors and Academic Board and shall be available for inspection upon request to every member of staff and every student.

**10. AMENDMENT OF RESOLUTION**

10.1 This resolution may be amended or replaced by a resolution of the Board of Directors either with the approval of the Privy Council or as required by the Privy Council after consultation, in accordance with article 7.2 of the Articles of Association.

**11. DATE OF INSTRUMENT**

11.1 This instrument shall come into operation on \_\_\_\_\_.