

INSTRUMENT OF GOVERNMENT Dō University

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Interpretation of the terms used

- 1.**In this Instrument of Government
 - (a) any reference to “the chief executive officer” shall include a person acting as chief executive officer;
 - (b) “the secretary” means the secretary of the Corporation;
 - (c) “the Corporation” means any higher education corporation to which this Instrument applies;
 - (d) “the institution” means the institution which Dō University was established to operate and any institution for the time being operated by the Corporation in the exercise of its powers under the Higher and Continuing Education Act 1992.**1**);
 - (e) “this Instrument” means this Instrument of Government;
 - (f) “the Skills Funding EC” means the Chief Executive of Skills Funding;**1** 1992 c.13.

- (g) “meeting” includes a meeting at which the attending members are present in more than one room, provided that by the use of videoconferencing facilities it is possible for all persons present at the meeting to communicate with each other;
- (h) “necessary skills” means the skills and experience, other than professional qualifications, specified by Dō University as appropriate for members;
- (i) “staff member” and “student member” have the meanings given to them in clause 2;
- (j) “the previous Instrument of Governance” means the Instrument of Governance relating to Dō University that came into force immediately before 1 January 2024;
- (k) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills;
- (l) “personnel matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of personnel;
- (m) “students' union” means any association of students formed to promote the educational purposes of the institution and the interests of students, such as students;
- (n) a “category variable” means any category of members whose number may vary in accordance with clauses 2 and 3.

**Composition of the
Dō University**

2.—(1)Dō University will be composed of a total of up to 24 members with:

- a) up to nineteen members who, in the opinion of Dō University, are deemed to have the necessary competence to ensure that the Corporation carries out its functions in accordance with Article 3 of the Articles of Government;
- b) the executive director of the institution, unless he or she chooses not to be a member;

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- (c) at least one and no more than one three members who are the staff member of institution and have a employment contract with the institution and who have been nominated as set out in paragraphs (3), (4) or (5) ("staff members"); and
- (f) at least two and no more than three members who are students of the institution and have been nominated and elected by their fellow students or, if Dō University so decides, by a recognized association representing such students ("student members").

(2) A person who is not currently enrolled as a student in the institution shall nevertheless be considered a student during any period of authorized absence from the institution for study, travel, or the performance of the duties of any office held by that person in the student union of the institution.

(3) Where Dō University has decided or decides that there shall be only one staff member, he or she may be a member of the academic staff or a member of the non-academic staff and shall be nominated by all staff.

(4) When Dō University has decided or decides that there will be two staff members:

- (a) one may be a member of academic staff, nominated solely by academic staff; and the other may be a member of non-academic staff, nominated solely by non-academic staff, or
- (b) each may be a member of academic or non-academic staff, nominated by all staff.

(5) When Dō University has decided that the staff shall consist of three members:

- (a) all may be academic or non-academic staff members, nominated by all staff,
- (b) one may be a member of academic or non-academic staff, nominated by all staff, one may be a member of academic staff, nominated solely by academic staff, and one may be a member of non-academic staff nominated solely by non-academic staff,
- (c) two may be members of academic staff, nominated solely by academic staff, and one may be a member of non-academic staff, nominated solely by non-academic staff, or

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(d) one may be a member of academic staff, nominated solely by academic staff, and two may be members of non-academic staff, nominated solely by non-academic staff.

(6) The appointing authority, as provided in clause 5, shall decide whether a person is eligible for nomination and appointment as a member of the Corporation pursuant to paragraph (1).

Determining the number of members

3.—(1) Subject to the provisions of paragraph (2), the number of members of the Corporation and the number of members in each variable category shall be as decided by Dō University in the most recent determination made pursuant to the preceding Instrument of Governance.

(2) Dō University may at any time modify the determination referred to in paragraph (1) and any subsequent determination under this paragraph, provided that:

- (a) the number of members of Dō University shall not be less than twelve nor more than twenty-four; and
- b) the number of members in each variable category shall be subject to the limit applicable to that category set out in clause 2.

(3) No determination under this clause shall terminate the appointment of any person who is already a member of Dō University at the time the determination is made.

(4) When the total number of members is extended to more than twenty, Dō University shall determine the exceptional circumstances justifying the extension. Agreements to expand the number of Members of Dō University shall be valid for a period of twelve months only. Any further extension by Dō University should reconsider the number of members together with the exceptional circumstances supporting the expansion.

Appointment of members of Dō University

4.—(1) Subject to the provisions of paragraph (2), the Corporation is the appointing authority in relation to the appointment of its members.

(2) If the number of members is less than that required for a quorum, the Secretary of State is the appointing authority in

relation to the appointment of those members necessary for a quorum.

(3) The appointing authority may refuse to appoint a person as a staff member or student if:

- (a) is satisfied that the person has been dismissed from office as a member of a Dō University of higher education within the preceding ten years; or
- (b) the appointment of the person would contravene any internal rules or regulations made under Article 23 of the Articles of Government relating to the number of terms a person may serve, provided that such rules or regulations make the same provision for each category of members appointed by the appointing authority; or
- (c) the person is not eligible to be a member of the corporation because of clause 8.

(4) When the office of any member becomes vacant, the appointing authority shall, as soon as possible, take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the President and Vice President

5.—(1)The members of Dō University shall appoint from among themselves a president and a vice president.

(2) Neither the Executive Director nor any member of the staff or student shall be eligible to be appointed as President or Vice President or to act as President in their absence.

(3) If both the President and the Vice President are absent from any meeting of _____ Dō University, the members present among them
They will choose someone _____ to act as president of
from that meeting.

(4) The President and Vice President shall hold office for a period of time as determined by Dō University.

(5) The President or Vice President may resign from office at any time by written notice to the Secretary.

(6) If Dō University is satisfied that the President is unfit or unable to perform the duties of the office, it may give written notice removing him from office, and the office shall then become vacant.

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(7) If Dō University is satisfied that the Vice President is unfit or unable to perform the duties of the office, it may give written notice removing him from office, and the office shall then become vacant.

(8) At the last meeting before the end of the President's term of office, or at the first meeting after the President's resignation or removal, the members shall appoint a replacement from among themselves.

(9) At the last meeting before the end of the term of office of the Vice President, or at the first meeting after the resignation or removal of the Vice President, the members shall appoint a replacement from among themselves.

(10) At the end of their respective terms, the President and the Vice President may be re-elected.

(11) Paragraph (10) is subject to any rule or regulation prepared by Dō University in accordance with Article 23 of the Articles of Government regarding the number of terms a person may serve.

Appointment of the Secretary of Dō University

6.—(1) Dō University shall appoint a person to act as its secretary, but the executive director may not be appointed as secretary.

(2) In the event of the temporary absence of the secretary, Dō University shall appoint a person to act as temporary secretary, but the executive director may not be appointed as temporary secretary.

(3) Any reference in this Instrument to the secretary shall include a temporary secretary appointed pursuant to paragraph (2).

(4) Subject to clause 14, the secretary shall be entitled to attend all meetings of Dō University and any of its committees.

(5) The secretary may also be a member of the institution's staff.

Persons who are not eligible for membership

7. The following persons are not eligible to be appointed as Members or to continue serving as Members of Dō University:

- a) any person under the age of 18, except as a Student Member;
- b) the Secretary of Dō University;

c) any member of the College staff, except as a staff member, executive director or student member employed by the College's Dō University as a trainee;

(d) any person who is not eligible to serve as a trustee of a charitable organization under Charity Act 2011 or any successor legislation;

e) any person who falls within the criteria established in the Regulation.

The term of a member

8.—(1)A member of Dō University shall hold and leave office in accordance with the terms of the appointment, but the term of office shall not exceed four years.

(2) Members who retire at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member in the same way as to his or her appointment.

(3) Paragraph (2) is subject to any rules or regulations made by Dō University pursuant to Article 23 of the Articles of Government relating to the number of terms a person may serve.

Termination of membership

9.(1) A member may resign from office at any time by giving written notice to the Secretary of Dō University.

(2) Where a member is disqualified from being a trustee of a charitable organisation under the Charity Act 2011 (as amended from time to time), the member's term of office shall cease with immediate effect and he or she shall notify the Registrar of Dō University by sending written notice as soon as he or she becomes aware of such disqualification.

(3) If at any time Dō University is convinced that any member:

(a) is unfit or unable to perform the functions of a member; or Dō University is satisfied that it is in the best interest of Dō University for him or her to be removed from office; or

(b) has been absent from meetings of Dō University for a period exceeding six consecutive months without the permission of Dō University, Dō University may, by notice

in writing to that member, remove him/her his position and the position from the vacancy.

(4) A member may be suspended from office pending the outcome of an investigation into the circumstances which might render that member unfit or unable to perform the duties of a member.

(5) Any person who is a member of Dō University by virtue of being a member of the staff of the College, including the Executive Director, shall cease to hold office upon ceasing to be a member of the staff and the office shall then become vacant.

(6) The student member shall cease to hold office:

(a) at the end of the student's final academic year, or at such other time during the year after ceasing to be a student as the Corporation may decide; or

(b) If he is expelled from the College, the position will then become vacant.

Members must not have interests in matters related to the institution.

10.—(1)A member to whom paragraph (2) applies shall:

(a) disclose to Dō University the nature and extent of the interest; and

(b) if he is present at a meeting of Dō University, or any of its committees, at which any such supply, contract or other matter referred to in paragraph (2) is being dealt with, he shall be deemed not to take part in the consideration of or voting on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

(c) withdraw, if present at a meeting of Dō University or any of its committees at which such supply, contract or other matter referred to in paragraph (2) is to be considered, when so required by a majority of the members of Dō University or the committee present at the meeting.

(2) This paragraph applies to a member who:

(a) has any financial interest in

(i) the provision of work to the institution, or the provision of goods for the purposes of the institution;

(ii) any contract or draft contract relating to the institution; or

(iii) any other matter related to the institution; or

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- (b) has any other interest of Dō University in any institution. a type specified by the subject related to the

(3) This clause shall not prevent members from considering and voting on proposals to have Dō University insure them against liabilities incurred by them in connection with their office or from having Dō University obtain such insurance and pay the premium.

(4) When the matter under consideration by Dō University or any of its committees relates to the pay and conditions of all staff, or all staff of a particular class, a staff member shall:

- (a) do not need to disclose a financial interest; and
(b) may take part in Dō University's consideration of the matter, vote on any matter connected with it and count towards the quorum present at that meeting, provided that, in doing so, the staff member acts in the best interests of Dō University as a whole and does not seek to represent the interests of any other person or body, but
(c) withdraw from the meeting if the matter is being negotiated with staff and the staff member represents any of the employees involved in such negotiations.

(5) The secretary shall maintain a record of the interests of members that have been disclosed and the record shall be available during normal business hours at the institution to any person who wishes to inspect it.

Meetings

11.—(1)Dō University shall meet at least once each term and shall hold as many other meetings as necessary.

(2) Subject to paragraphs (4) and (5) and clause 13(4), all meetings shall be called by the Secretary, who shall, at least seven calendar days before the date of the meeting, send to the members of Dō University written notice of the meeting and a copy of the proposed agenda.

(3) If it is proposed to deal at any meeting with the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Secretary, the Chairman shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item in question, together with all relevant documents.

(4) A meeting of the University Dō, called "meeting" special meeting" may be convened at any time by the president or at the written request of any five members.

(5) When the President, or in his absence, the Vice President, decides that there are matters that require urgent consideration, written notice of the convening of the special meeting and a copy of the proposed agenda may be delivered within a period of less than seven calendar days.

(6) Each member shall act in the best interest of Dō University and shall not be bound to speak or vote by mandates given by any other body or person.

Quorum

12.—(1) Meetings of Dō University shall be valid if the number of members present is at least 40% of the total number of members, as determined in accordance with clause 3. For these purposes, "present" includes being present through appropriate electronic means in which all members are present. members may

communicate with each other.

(2) If the number of members present at a meeting of the If an ive rs idad Dō does not constitute a quorum, the meeting will not be held.

(3) If during a meeting of Dō University a quorum is no longer present, the meeting shall be terminated immediately.

(4) If a meeting cannot be held or cannot continue for In the absence of a quorum, the president may call an extraordinary meeting as soon as he deems appropriate.

Meeting minutes

13.—(1) Any question to be decided at a meeting of Dō University shall be decided by a majority of the votes cast by the members present and entitled to vote on the question.

(2) When at a meeting of Dō University there is an equality of votes on a matter to be decided, the chairman of the meeting shall have a second or casting vote.

(3) A member may not vote by proxy.

(4) A written resolution (in hard copy, electronic format or via a website) agreed to by a simple majority of the Governors who would have been entitled to vote on it if proposed at a meeting shall be effective provided that:

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(a) A copy of the proposed resolution has been sent to each eligible Governor or, in the case of a resolution being considered by a Committee, to each eligible Governor on that Committee; that

(b) The Chairperson or, in the case of a resolution to be considered by a Committee, the Chairman of the Committee is satisfied that exceptional circumstances justify the use of the written resolution procedure;

(c) The President (or Vice President if the President is unavailable) and the Chief Executive are notified of the intention to invoke the use of a written resolution;

(d) A simple majority of the Governors have expressed their agreement with the resolution;

(e) It is contained in a document authenticated by the secretary of the Governing Body that has been received at the address specified by the College for the reception of documents;

(f) A written resolution shall lapse if it is not approved before the end of the specified period; and

(g) The approved resolution will be taken as an agenda item for take note at the next meeting of the Governing Body or the Committee, unless the next meeting is an Extraordinary Meeting, in which case it shall be taken as an agenda item at the next meeting that is not an Extraordinary Meeting.

(5) No resolution of the members may be rescinded or modified at a subsequent meeting unless consideration of the rescission or modification is a specific item on the agenda of that meeting.

(6) Except as provided in the procedures developed pursuant to Article

16 of the Articles of Government, a member of Dō University who is a member of the institution's staff, including the executive director, shall withdraw:

(a) of that part of any meeting of Dō University, or of any of its committees, at which personnel matters relating solely to that staff member are to be considered, as distinguished from personnel matters relating to all staff members or all staff members of a particular class;

b) of that part of any meeting of Dō University or any of its committees at which the re-election of that member or the appointment of his successor is to be considered;

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(c) of that part of any meeting of Dō University, or of any of its committees, at which the matter under consideration relates to the pay or conditions of service of all members of staff, or of all members of staff of a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognized trade union) of all members of staff or of the class of staff (as the case may be);

(d) if required by a resolution of the other members present, of that part of any meeting of Dō University or any of its committees at which personnel matters relating to any member of the staff holding a senior position to that member are to be considered, except those relating to the pay and conditions of all staff or all staff of a particular class.

(7) An Executive Director who has opted not to become a member of Dō University shall still be entitled to attend and speak, or otherwise communicate, at all meetings of Dō University and any of its committees. Except that the Executive Director shall withdraw in any case in which he or she is required to withdraw pursuant to paragraph (5).

(8) A student member under the age of 18 may not vote at a meeting of Dō University or any of its committees on any matter relating to any proposal.

(a) for the expenditure of money by Dō University; or

(b) under which Dō University, or any of its members, would enter into any contract or incur any debt or liability, whether immediate, contingent or otherwise.

(9) Except as provided in rules made under Article 18 (3) of the Articles of Government relating to student appeals in and representations of disciplinary cases, a student member shall withdraw from that part of any meeting of Dō University or any of its committees at which the conduct, suspension, or expulsion of a student is to be considered.

(10) In any case where Dō University, or any of its committees, is going to discuss personnel matters related to a

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Student staff member or prospective member must: the institution, a

- a) not take part in the consideration or discussion of such matter or vote on any question relating to it; and
- (b) when so required by a majority of the members, other than student members, of Dō University or the committee present at the meeting, withdraw from the meeting.

(11) The secretary

- (a) withdraw from that part of any meeting of Dō University, or any of its committees, at which the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Secretary in his or her capacity as Secretary is to be considered; and
- (b) where the secretary is a member of the staff of the institution, the secretary shall withdraw in any case in which a member of Dō University is required to withdraw pursuant to paragraph (5).

(12) If the secretary withdraws from a meeting, or part of a meeting, of Dō University according to paragraph (10), Dō University shall appoint a person from among itself to act as secretary during his absence.

(13) If the secretary withdraw from a meeting, or from part of a meeting, of a committee of the University at Dō, the University shall designate a person from among them to act as secretary of the committee during his absence.

Minutes

14.—(1) Written minutes shall be kept of each meeting of Dō University and, subject to paragraph (2), the minutes of the last meeting shall be taken as an item on the agenda of each meeting of Dō University.

(2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an item on the agenda at a special meeting, but where they are not taken,

They will be addressed as an agenda item at the next non-extraordinary meeting.

(3) When minutes of a meeting are taken as an item on the agenda and are agreed to be accurate, such minutes shall be signed as a true record by the chairman of the meeting.

(4) Separate minutes shall be kept of those parts of the staff, the meetings of which members director executive, student members or the secretary have left a meeting pursuant to clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any documents relating to it.

Public access to meetings

15.Dō University shall decide any question as to whether a person should be permitted to attend any of its meetings where that person is not a member, the secretary or the chief executive and, in making its decision, shall take into account clause 17(2).

Publication of proceedings and papers

16.—(1)Subject to the provisions of paragraph (2), Dō University shall ensure that a copy is provided of:

- (a) the agenda of each meeting of Dō University;
- (b) the draft minutes of each of those meetings, if approved by the chairman of the meeting;
- (c) the signed minutes of each such meeting; and
- (d) any report, document or other paper considered at such meeting,

They will be made available, as soon as possible, during the institution's normal office hours, to anyone who wishes to inspect them.

(2) Any material relating to the following shall be excluded from any article made available for inspection:

- (a) a person appointed as an employee or proposed for employment in the institution;
- (b) a student designated in, or candidate for admission in, the institution; (c) the secretary; or

(d) any matter which, by its nature, requires that it be University Do treated confidentially.

(3) Dō University shall ensure that a copy of the draft or signed minutes of each meeting of Dō University pursuant to paragraph (1) is placed on the of institution's website and, notwithstanding any rules that Dō University may the establish with respect to the archiving of such material, remains on its website for a minimum period of 12 months.

(4) Do University shall regularly review all material excluded from inspection pursuant to paragraph (2)(d) and shall make such material available for inspection when it is satisfied that the reason for dealing with the matter in question no longer applies on a confidential basis, or when it considers that the public interest in disclosure outweighs such reason.

Copies of the Instrument of Government

17.A copy of this Instrument shall be furnished free of charge to each member of Dō University, at a cost not exceeding the cost of copying, or free of charge to any other person upon request, and shall be available for inspection at the institution, upon request, during normal office hours, to each member of the staff and each student.

Name change of Dō University

18.The Corporation may change its name with the approval of the Secretary of State.

Application of the seal

19.The application of the seal of Dō University must be authenticated by:

- (a) the signature of the President, the Vice President, or any Committee Chairperson, or of any other member authorized generally or specifically by Dō University to act for that purpose; and
- (b) the signature of any other member.

Dō University
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Interpretation of the terms used

1.In these Articles of Government

- (a) any reference to “the chief executive officer” shall include a person acting as chief executive officer;
- (b) “the Articles” means these Articles of Government;
- (c) “President” and “Vice President” mean respectively the President and Vice President of the Corporation appointed pursuant to Clause 6 of the Instrument of Governance;

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- (d) "the secretary" has the same meaning as in the Instrument of Government;
- (e) "Dō University" has the same meaning as in the Instrument of Government;
- (f) "staff member" and "student member" have the same meanings as in the Instrument of Government;
- (g) "the Secretary of State" means the Secretary of State for Innovation, Universities and Skills;
- (h) "senior office" means the office of Chief Executive Officer and any other senior office that the Corporation may decide for the purposes of these Articles;
- (i) "staff" means all staff who have a contract of employment with the institution;
- (j) "the students' union" has the same meaning as in the Instrument of Government.

Conduct of the institution

2. The Institution shall be carried on in accordance with the provisions of the Instrument of Government, these Articles, any rules or regulations made under these Articles and any trust deed governing the Institution.

Responsibilities of Dō University, the Executive Director, and the Secretary

- 3.—(1) Dō University will be responsible for the following functions:
- a) the determination and periodic review of the educational character and mission of the institution and the supervision of its activities;
 - (aa) publication agreements to obtain the views of the staff and students on the determination and periodic review of the educational character and mission of the institution and the supervision of its activities;
 - (b) approve the institution's quality strategy;
 - (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and the safeguarding of its assets;
 - (d) approve the annual estimates of income and expenditure;
 - (e) the appointment, classification, suspension, dismissal and determination of the salary and conditions of service of the employees.

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holders of superior offices and the secretary, including, where the secretary is or is to be appointed to the staff, the appointment, classification, suspension, dismissal and determination of the salary of the secretary in his or her capacity as a staff member; and

f) establish a framework for the remuneration and conditions of service of all other staff.

(2) Subject to the responsibilities of Dō University, the Executive Director shall be the chief executive officer of the institution and shall be responsible for the following functions:

- (a) make proposals to Dō University concerning the educational character and mission of the institution and implement the decisions of the Corporation;
- (b) the determination of the academic and other activities of the institution;
- (c) prepare annual estimates of income and expenditure for consideration and approval by Dō University, and manage the budget and resources within the estimates approved by Dō University;
- d) the organization, direction and management of the institution and the leadership of the staff;
- (e) the appointment, assignment, classification, suspension, ~~dismissal and~~ determination, within the framework of the provisions of ~~Dō~~ the frame University, of the remuneration and conditions of service of the staff, except for the holders of higher posts or the secretary, when he or she is also a member of the staff; and
- (f) maintain student discipline and, within the procedures the rules and provided for in these Articles, suspend or expel students for disciplinary reasons or expel students for academic reasons.

(3) The secretary shall be responsible for the following functions:

- (a) to advise Dō University regarding the operation of its powers;
- (b) advise Dō University on procedural matters;
- (c) advise Dō University regarding the conduct of its business; and
- (d) advise Dō University on matters of corporate governance practices.

The constitution of committees and the delegation of functions in general

4.—(1)Dō University may establish committees for any purpose or function other than those assigned in these Articles to the Executive Director or the Secretary and may delegate powers to:

- a) such committees;
- b) the President or, in his absence, the Vice President; or
- (c) the executive director.

(2) Dō University shall decide the number of members of a committee and the conditions under which they shall hold and leave office.

(3) Dō University may also establish committees under collaborative agreements entered into with other higher education institutions or public schools (or both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006.**(2)** 2006 c. 40.

The Search Committee

5.—(1)Dō University will establish a committee, called the _____ that HE “search committee,” to advise on:

- (a) the appointment of members (other than staff or students); and
- (b) any other matters relating to membership and appointments that Dō University may request.

(2) Dō University will not appoint any person as a member (except if he or she is a staff member or student) without first consulting and considering the advice of the search committee.

(3) Dō University may establish regulations specifying the manner in which the search committee is to be conducted. A copy of these regulations, together with the terms of reference of the search committee and its advice to Dō University, excluding any advice that Dō University considers should be treated as confidential, shall be posted on the institution's website and shall be available for inspection by anyone at the institution during regular business hours.

(4) Do University shall regularly review all material excluded from inspection pursuant to paragraph (3) and make such material available for inspection when it is satisfied that it has been inspected. that the reason for trying the confidential matter no longer applies,

or when it considers that the public interest in disclosure outweighs that reason.

The Audit Committee

6.—(1)Dō University shall establish a committee, to be referred to as the “Audit Committee,” to advise on matters relating to the audit mechanisms and internal control systems of Dō University.

(2) The audit committee shall be composed of at least three persons and may include members of the institution's staff, with the exception of those holding senior positions, and compliance with will work as EC requirements Financing of Competencies.

Composition of the committees

7.Any committee established by Dō University, except the committee referred to in Article 10, may include persons who are not members of Dō University.

Access to Committees by non-members and publication of minutes

8.Dō University will ensure that:

(a) a written statement of its policy regarding attendance at committee meetings by persons who are not members of the committee; and

b) The minutes of the committee meetings, if approved by the Chair of the meeting, are published on the institution's website and made available for inspection by any person at the institution during normal business hours.

Delegable and non-delegable functions

9.Dō University will not delegate the following functions:

a) the determination of the educational character and mission of the institution; the

b) the approval of the annual estimates of income and expenditure;

c) the responsibility to ensure the solvency of the institution and Dō University and to safeguard their assets;

(d) the appointment of the chief executive or the holder of a higher office;

(e) the appointment of the secretary (including, where the secretary is or is to be appointed as a member of staff, his or her appointment as a member of staff); and

f) the modification or revocation of these Articles.

10.—(1)Dō University may not delegate:

- a) Dō University of the dismissal case, and
- b) the power to resolve an appeal in relation to the dismissal of the executive director, the secretary or the holder of a higher office, unless it is a committee of members of Dō University.

(2) Dō University shall establish rules specifying the manner in which a committee having functions pursuant to paragraph (1) shall be established and operated.

11.The executive director may delegate functions to the holder of any other higher position, except:

- a) budget and resource management; and
- (b) any function that has been delegated to the Executive Director by Dō University.

Appointment and promotion of staff

12.—(1)When a vacancy exists or a vacancy is anticipated in a higher position, Dō University shall:

- (a) advertise the vacancy nationally; and
- (b) appoint a selection panel consisting of:
 - (i) at least five members of Dō University, including the President or the Vice President or both, when the vacancy is for the position of Executive Director; or
 - (ii) the Executive Director and at least three other members of Dō University, when the vacancy corresponds to any other higher position.

(2) Members of the selection panel shall:

- a) decide on the methods of selecting applicants for the interview;
- (b) interview applicants; and
- c) when they consider it appropriate, recommend to Dō University for appointment one of the applicants they have interviewed.

(3) If Dō University approves the recommendation of the selection panel, that person will be appointed.

(4) If the members of the selection panel cannot agree on a person to recommend to Dō University, or if Dō University does not approve their recommendation, Dō University may itself make an appointment of a person from among those interviewed, or may require the panel to repeat the steps

specified in paragraph (2), with or without first re-advertising the vacancy.

(5) When a vacancy occurs in a higher position or when the holder of a higher position is temporarily absent, until such position is filled or the absent holder returns, a member of the staff shall:

(a) may be required to act as chief executive or in place of any other holder of a higher office; and

(b) if required, shall have all the duties and responsibilities of the Chief Executive Officer or any other holder of a higher office during the period of vacancy or temporary absence.

(6) The process for appointment to a senior position as described in Article 12(1)(a) and 12(1)(b) may be waived, provided that Dō University is satisfied and can demonstrate that there are exceptional circumstances justifying a variation from the process set out in Article 12(1)(a) and 12(1)(b).

13.The Executive Director shall be responsible for selecting for appointment all staff members other than:

(a) holders of higher positions; and

(b) when the secretary is also to be appointed as a staff member, the secretary in the role of a staff member.

Rules relating to the conduct of staff

14.Dō University, in consultation with you, will _____ the staff, establish rules regarding your conduct.

Academic freedom

15.In establishing regulations under Article 14, Dō University shall take into account the need to ensure that academic staff at the institution are free, within the law, to question and test received wisdom and to propose new, controversial or unpopular ideas and opinions, without risking losing their jobs or any privileges they may enjoy at the institution.

Grievance, suspension, and discipline procedures

16.—(1)After consultation with the staff, Dō University will develop policies that establish

- (a) grievance procedures for all staff;
- b) procedures for the suspension of all personnel; and
- c) disciplinary and dismissal procedures for
 - (i) holders of high-level positions, and
 - (ii) personnel who do not occupy senior positions

and such procedures shall be subject to the provisions of Articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.

(2) Any rule issued under paragraph (1)(b) shall include provisions providing that when a person has been suspended without pay, any appeal against such suspension shall be heard and action taken promptly.

(3) Every regulation issued pursuant to paragraph (1)(c)(i) shall include a provision that when Dō University considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Secretary

17.—(1)Where the secretary is also a member of the institution's staff, he or she shall be deemed to hold a higher office for the purposes of Article 16(c).

(2) When the Secretary is suspended or dismissed pursuant to Article 16, such suspension or dismissal shall not affect the Secretary's office in his or her separate function as Secretary of Dō University.

Students

18.—(1)Any student union shall conduct and administer its own affairs and funds in accordance with a constitution approved by Dō University and no amendment to or rescission of such constitution, in part or in whole, shall be valid unless approved by Dō University.

ARTICLES

(2) The student union shall annually submit to Dō University accounts that have been reviewed by an independent examiner.

(3) After consultation with student representatives, Dō University shall establish rules concerning student conduct, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

19.Dō University will establish the policy by which the tuition and other fees payable to you will be determined, subject to the terms and conditions associated with any grants, loans or other payments made or made by the Skills Funding EC.

Cooperation with the Competence Financing Auditor's Board

20.Dō University will cooperate with any person who has been authorized by the Skills Funding EC to audit any statement of student numbers or financial assistance claims and will give such person access to any document or record held by Dō University, including computer records.

Internal audit

21.—(1) Dō University shall, at such times as it deems appropriate, review and evaluate its financial and other internal control systems to ensure that they contribute to the appropriate, economical, efficient and effective use of Dō University's resources.

(2) Dō University may arrange for the examination and evaluation referred to in paragraph (1) to be carried out on its behalf by internal auditors.

(3) Do University shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if such persons are already appointed as external auditors pursuant to Article 22.

Accounts and auditing of accounts

22.—(1)Dō University shall:

a) keep proper accounts and adequate records in relation to the accounts;
and

(b) prepare a statement of accounts for each financial year of Dō University.

(2) The declaration must:

a) give a true and fair account of the state of affairs of Dō University at the end of the financial year and of its income and expenditure during the financial year; and

(b) comply with all instructions given by the Skills Funding EC as to the information it must contain, the form in which the information must be presented, the methods and principles according to which it must be prepared, and the time and manner of publication.

(3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

(4) Do University will not appoint persons as external auditors in respect of any financial year. economic if those persons are already designated as pursuant to internal auditors Article 21.

(5) Auditors will be appointed and audit work will be carried out in accordance with all EC Competition Funding requirements.

(6) "Financial year" means the first financial year and, except as provided in paragraph (8), each successive twelve-month period.

(7) The "first financial year" means the period from the date on which Dō University was incorporated until the second 31st of July following that date, or until such other date as may be chosen by Dō University with the approval of the Executive Board of the University.

Skills Financing.

(8) If Dō University is dissolved:

a) the last financial year will end on the date of dissolution; and

(b) the Corporation may decide, with the approval of the Skills Funding EC, that what would otherwise be the last two financial years shall be one financial year for the purposes of this section.

Regulations and statutes

23.Dō University shall have the power to establish rules and regulations relating to the governance and conduct of the institution, and these rules the and regulations shall be subject to the provisions of the Instrument of the Government and these Articles.

Copies of the articles of government and regulations and statutes

24.A copy of these Articles and of any regulations and bylaws shall be given free of charge to every member of Dō University and, at a cost not exceeding the cost of copying or free of charge, to any other person requesting a copy, and shall be available for inspection at the institution, upon request, during normal office hours, to every member of the staff and every student.

Modification or replacement of the Instrument and Articles of Government

25.-(1)Subject to the provisions of paragraph (2), Dō University may, by resolution of the members, amend or replace its instrument and articles of government, after consulting with any other persons who, in the Corporation's opinion, are likely to be affected by the proposed changes.

(2) Dō University will not make changes to the instrument or articles of governance that would result in the entity ceasing to be a charitable organization.

Dissolution of Dō University

26.-(1)Dō University may, by resolution, dissolve itself and arrange for the transfer of its assets, rights and obligations..

(2) Dō University shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date is posted at least one month before the date of the resolution.s of the proposed date of said resolution.