

METANOIA INSTITUTE

ARTICLES OF GOVERNMENT

Revised 25th February 2020
Revised 27th May 2025

ARTICLES OF GOVERNMENT OF THE METANOIA INSTITUTE

1. INTERPRETATION

- 1.1. In these Articles words and expressions shall have the meanings ascribed to them in paragraph 2.18 of the Articles of Association made by the Board of Trustees on 4th December 2019

2. CONDUCT OF THE INSTITUTE

- 2.1. The Institute shall be conducted in accordance with the provisions of the Articles of Association, these Articles and any rules or bye-laws made under these Articles.

1.2. RESPONSIBILITIES OF BOARD OF TRUSTEES, CHIEF EXECUTIVE AND ACADEMIC BOARD

3.1. The Board of Trustees

The Board of Trustees are independent members, unpaid by the Institute and have no personal or service connections with the Institute. As detailed in the Articles of Association Section 4.1.

The Board of Trustees shall be responsible for:

- 3.1.1. the determination of the educational character and mission of the Institute and for the strategic oversight of its activities;
- 3.1.2. the effective and efficient use of resources, the solvency of the Institute and for safeguarding its assets;
- 3.1.3. approving annual estimates of income and expenditure;
- 3.1.4. the appointment, performance review, suspension, dismissal of the Chief Executive, Deputy Chief Executive, the Executive members and the Secretary to the Board;

3.2. The Chief Executive

Subject to the responsibilities of the Board of Trustees, the Chief Executive shall be the Head of the Institute, and shall be responsible to the Board of Trustees for the conduct of the Institute including:

- 3.2.1. making proposals to the Board of Trustees about the mission, the charitable aims and the educational character of the Institute, and for implementing the decisions of the Board of Trustees;
- 3.2.2. the organisation, direction and management of the Institute and leadership of the staff;

- 3.2.3. the appointment, assignment, grading, performance review, suspension, dismissal, and determination - within the framework set by the Board of Trustees - of the pay and conditions of service of staff;
- 3.2.4. the determination, after consultation with the Academic Board, of the Institute's academic activities;
- 3.2.5. preparing annual estimates of income and expenditure, for consideration by the Board of Trustees, and for the management of budget and resources, within the estimates approved by the Board of Trustees; and
- 3.2.6. the maintenance of student welfare and discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

3.3. **The Academic Board**

There shall be an Academic Board of the Institute whose membership and Terms of Reference shall be approved by the Board of Trustees.

The Academic Board may establish such committees as it deems necessary to carry out its responsibilities, subject to the approval of the Chief Executive.

Subject to the responsibilities of the Board of Trustees and the Chief Executive the Academic Board shall be responsible to the Board of Trustees for the following:

- 3.3.1. academic issues relating to the research, scholarship, teaching and courses at the Institute, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
- 3.3.2. considering the development of the academic activities of the Institute and the resources needed to support them and for advising the Chief Executive and the Board of Trustees on those matters; and
- 3.3.3. advising on such other matters as the Board of Trustees or the Chief Executive may refer to the Academic Board.

4. **DELEGATION OF FUNCTIONS AND COMMITTEES**

- 4.1. Subject to the following provisions of this Article, the Board of Trustees may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Chief Executive or to the Academic Board and may delegate power to such committees or to the Chairman of the Board of Trustees or to the Chief Executive.
- 4.2. The Board of Trustees shall not delegate the following:
 - 4.2.1. the determination of the educational character and mission of the Institute;

- 4.2.2. the approval of the annual estimates of income and expenditure;
- 4.2.3. ensuring the solvency of the Institute and safeguarding of its assets;
- 4.2.4. the appointment or dismissal of the Chief Executive, Deputy Chief Executive, Executive members and the Secretary to the Board.
- 4.2.5. the varying or revoking of these Articles.

5. APPOINTMENT OF SECRETARY TO THE BOARD

- 5.1. The Board of Trustees shall appoint a Secretary to the Board of Trustees and shall determine the Secretary's functions.

6. PROCEDURES OF THE BOARD OF TRUSTEES

- 6.1. The Board of Trustees shall ensure that provision is made for:
 - (a) procedures for the discipline, dismissal, suspension and hearing of grievances of staff including the Chief Executive, Deputy Chief Executive, Executive members and the Secretary to the Board;
 - (b) procedures for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals.
- 6.2. Members of the Board of Trustees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons and shall declare any conflicts of interest.
- 6.3. The Board of Trustees may make rules or bye-laws for the appointment of officers who shall include a Chair and a Deputy Chair, to be appointed from among the members, and for the appointment of members.
- 6.4. In ensuring provision is made under sub-paragraph 6.1, the Board of Trustees shall have regard to the need to ensure that academic staff of the Institute shall have freedom within the law and subject to Metanoia Institute Codes of Conduct to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the Institute.

7. STUDENT AFFAIRS

- 7.1. As a small Institute within the higher education sector without a student union/association, it is vitally important to ensure student engagement. Therefore the Board seeks to recruit directly from the student elected representatives to serve on the Board.

8. AMENDMENT OF ARTICLES

- 8.1. These Articles of Government may only be amended or replaced by a resolution of the Board

9. DATE OF ARTICLES

- 9.1 These Articles shall come into operation on 27th May 2025.