

Regulations of the University College of Estate Management

Version: 6.00
Status: Final
Author: Jane Fawkes
Date: 22.02.2024

UCEM Regulations

Approval History

Version	Date	Name
1.00	01/08/2012	Board of Trustees
2.00	29/03/2017	Board of Trustees
3.00	28/06/2017	Board of Trustees
4.00	22/01/2020	Nominations & Governance Committee
5.00	27/01/2022	Nominations & Governance Committee
6.00	22/02/2024	Nominations & Governance Committee

Document History

Version	Date	Reason	Person
2.00	29/03/2017	Amended to remove point 7, add a new section on Chairman/Vice-Chair, audit and accounts, to insert the new Academic Board Terms of Reference and to remove/replace all references to CEM/College to UCEM	Jane Fawkes
3.00	28/06/2017	Addition at point 21 of the process for appointing a Deputy Chair (recommended for Board approval by Nominations & Governance Committee on 6/6/17)	Jane Fawkes
4.00	22/01/2020	Presented for re-approval with no amendments	Jane Fawkes
5.00	27/01/2022	Minor amendments and revised ToRs for Academic Board included	Jane Fawkes
5.01	05/02/2024	Minor updates to nomenclature and one additional point included	Jane Fawkes

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Office

1. The office or offices of the University College shall be at such place or places as the Board may from time to time appoint, provided that the head and controlling office shall be in England. Notice of the situation of such head and controlling office, and of any change therein, shall be given to the appropriate government and statutory agencies.

Board Proceedings and Powers

2. The Board shall in every academic year hold an Annual General Meeting and such other meetings as they think fit. The Board may meet together either in person or by suitable electronic means agreed by the members in which all participants may communicate with all the other participants at such time and place for the dispatch of business, adjourn and otherwise regulate their meetings as they may think fit and determine the quorum necessary for the transaction of business.
3. The Chair or, in their absence, the Vice-Chair (if any) shall preside at every meeting of the Board, but if there be no such Chair or Vice-Chair present, or if at any meeting the Chair or Vice-Chair shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to act as Chair, the members present shall choose some member to be Chair of the meeting. In case of any equality of votes, the Chair shall have a second or casting vote.
4. For the Board to be quorate not less than 50% of those entitled to attend must be present, along with the Chair (or a nominated designate).
5. At every meeting of the Board, a resolution put to the vote shall be decided on a show of hands by a majority of the members present. On a show of hands, each member of the Board present shall be entitled to one vote. A declaration by the Chair of the meeting that a resolution has been carried or has been carried by a particular majority or lost, shall be conclusive and an entry to that effect in the minute book of the proceedings of the Board shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
6. A resolution in writing signed by 75% of the members of the Board shall be valid and effectual as if it had been passed at a meeting of the members of the Board duly convened and constituted, save that this Regulation shall not apply to any resolution to be passed under Bye-Law 11. For the purposes of this Regulation, writing shall include email sent to and from

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an email address which a member has notified the University College to be their email address.

7. No act or resolution of the Board shall be invalid by reason only of it being discovered afterwards that there was a defect in the appointment of any Board member or that any Board member was disqualified from being a Board member or had vacated office or was not entitled to vote.
8. The Board may from time to time invest any moneys belonging to the University College upon such investments as they think fit.
9. The Board may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the University College at such rate of interest upon such terms and conditions in all respects as they think fit.
10. All moneys, bills and notes belonging to the University College shall be paid to or deposited with the Bankers of the University College to an account or accounts to be opened in the name of the University College. The Board may pass such resolutions for the signing of cheques to the bankers of the University College as they shall think fit. The University College's bank account or accounts shall be kept with such bank or bankers as the Board shall from time to time determine.
11. The Board may make such provision for the appointment of Patrons, Presidents, Vice-Presidents and Honorary Fellows and Associate Fellows of the University College as they from time to time think fit.
12. The Board shall maintain a register of interests of its members, which shall be open to public inspection at the Office.

Appointment of Trustees

13. (1) The Board shall appoint a Nominations and Governance Committee to seek out and recommend the appointment of potential new members of the Board. Membership of the Nominations and Governance Committee will include the Chairman of the Board and at least two other members of the Board. The Board may from time to time give the Nominations and Governance Committee guidance or direction on the exercise of its functions.

(2) Where there is a vacancy or anticipated vacancy for a Board member appointed under Bye-Law 6(a) (staff members), 6(b) (student members) or 7 (independent members) the Nominations and Governance Committee shall manage the process of identifying candidates for appointment on behalf of the Board.

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(3) The Nominations and Governance Committee will always pay regard to the balance of membership of the Board and to the needs of the University College and may keep a skills register against which to consider candidates.

(4) The Nominations and Governance Committee will identify suitable candidates for member vacancies. This may be done by selection or by an election process. The Nominations and Governance Committee will determine the most appropriate approach for each proposed appointment and will make any enquiries about prospective candidates as it considers appropriate. Identified candidates will be recommended to the Board for appointment together with a description of the process used to identify them. For the avoidance of doubt appointment or rejection of a candidate shall be a matter for the Board and no candidate will be confirmed as a member of the Board until the Board has passed a resolution confirming such appointment.

(5) The Nominations and Governance Committee will consider applications for independent trustees from candidates who have previously been an Independent Trustee of UCEM. However, a period of 6 years must have elapsed between the time the candidate left the Board, and their potential re-appointment.

Seal

14. The Board shall cause a Common Seal to be made for the University College, and shall make provision for the safe custody thereof in such manner as they shall think fit.
15. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and one member of the Board and the Secretary or in the Secretary's absence one member of the Board (other than the Vice Chancellor) and the Vice Chancellor shall sign every instrument to which the Seal shall be so affixed.

Officers

16. The Vice Chancellor of the University College appointed pursuant to Article 6 of the Charter shall have such powers, duties and functions and shall be appointed for such term of office and generally upon such terms and conditions as the Board may from time to time determine.
17. There shall be a University Secretary of the University College or an officer bearing such other designation or designations as the Board shall determine who will be responsible for the governance of the Board and adherence to the Royal Charter as well as a Clerk to the

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Board. The Secretary or such other officer shall be appointed by the Board for such term of office and generally upon such terms and conditions as the Board shall from time to time determine.

18. The Board shall also have power to appoint any other officer or officers, servant or servants upon such terms and conditions as the Board shall from time to time determine.

The Chair and Vice-Chair

19. (1) The Board shall, whenever there shall be a vacancy in the office of Chair, elect from among the members appointed under Bye-Law 7 a Chair who shall be known as the Chair of the University College of Estate Management and who shall hold that office for such period as shall be determined by the Board, not exceeding three years, but who shall, subject to Bye-Law 18(2), be eligible for re-election for an additional period of up to three years subject to Bye-Law 9(3), providing that throughout the period of office they shall continue as a member of the Board pursuant to Bye-Law 9(1).

(2) The Chair shall not be eligible to be reappointed as Chair for the additional period of three years mentioned in Bye-Law 18(1) if prior to their appointment as Chair they shall have already served three terms of three years, in accordance with Bye-Law 9(1).

(3) The Board may, at their discretion, remove the Chair from the office of Chair before the expiration of any of the periods prescribed by this Bye-Law 18, by means of a resolution passed by not less than 75% of those members present at a meeting, provided that neither the Chairman subject to the resolution nor the Vice Chancellor and the staff members of the University College (or their alternates) shall be counted for the purpose of the 75% required but other alternate members' votes shall be included. The quorum necessary for the removal of the Chair of the Board is six independent members.

20. The Board may elect from among their members a Vice-Chair for such period as they shall determine.

(1) The Board may, whenever there shall be a vacancy in the office of Vice-, elect from among the members appointed under Bye-Law 7 a Vice-Chairman who shall be known as the Vice-Chair of the University College of Estate Management and who shall hold that office for such period as shall be determined by the Board, not exceeding three years, but who shall, subject to Bye-Law 19(2), be eligible for re-election for an additional period of up to three years, providing that throughout the period of office they shall continue as a member of the Board pursuant to Bye-Law 9(1).

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(2) The Vice-Chair shall not be eligible to be reappointed as Vice-Chair for the additional period of three years mentioned in Bye-Law 19(1), if prior to their appointment as Vice-Chairman, they shall have already served three terms of three years, in accordance with Bye-Law 9(1).

(3) The Board may, at their discretion, remove the Vice-Chair from the office of Vice-Chair before the expiration of any of the periods prescribed by this Bye-Law 19, by means of a resolution passed by not less than 75% of those members present at a meeting, provided that neither the Vice-Chair subject to the resolution nor the Vice-Chancellor and the staff members of the University College (or their alternates) shall be counted for the purpose of the 75% required but other alternate members' votes shall be included. The quorum necessary for the removal of the Vice-Chair of the Board is six independent members.

21. In the absence of the Chair for an extended period, and where there is not already a Vice-Chair in post, the following should occur:
- (i) The University Secretary should be notified of the Chair's absence. Upon notification, the Secretary will inform all the Chairs of the Board Sub-Committees and the Vice-Chancellor that the Chair is unavailable.
 - (ii) The Sub-Committee Chairs should agree within 48 hours of notification who will take on responsibility of Vice-Chair for the identified time. This will be agreed dependent on which Sub-Committee Chair has greatest availability.
 - (iii) Board members should be notified by the University Secretary of who is proposed to be Vice-Chair, with a request to ratify the appointment by an election.
 - (iv) The appointment of the Vice-Chair will be confirmed following the election. This appointment will remain in post for the duration of the Chair's absence, or until a new Chair is appointed.

Where the Chair is unable to attend a Board meeting due to other commitments rather than an extended period of absence, any of the Chairs of the Sub-Committees are given delegated authority to chair the meeting in their absence.

Audit and Account

22. (1) The Board shall from time to time determine the accounting period in respect of which financial statements shall be prepared.

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- (2) The Board shall ensure that financial statements giving a true and fair view of the affairs of the University College are kept and are subject to audit at the end of every accounting period.
23. The Board shall, at each Annual General Meeting or upon the occurrence of any casual vacancy in the office of Auditor, appoint any suitably qualified person or persons or any professional firm to be Auditor of the University College ('the Auditor') who shall hold office until the next Annual General Meeting of the Board and shall be eligible for reappointment. Such Auditor shall, however, be reappointed without any resolution being passed unless:
- (a) they are not qualified for reappointment; or
 - (b) a resolution has been passed at that meeting appointing somebody instead of them or providing expressly that they shall not be reappointed; or
 - (c) they have given the University College notice in writing of their unwillingness to be reappointed.
24. No person shall be appointed an Auditor unless they are a member of a recognised supervisory body and are eligible for the appointment under the rules of that body, provided that no person who is a member of the Board or an officer of the University College shall be qualified for appointment as Auditor.
25. The Board shall make such arrangements for the determination of the remuneration of the Auditor as they think fit.
26. The Auditor shall audit the financial accounts of the University College according to the following provisions:
27. (i) Every Auditor of the University College shall have a right of access at all times to the books and accounts and vouchers of the University College, and shall be entitled to require from the Board and officers of the University College such information and explanation as may be necessary for the performance of the duties of Auditor.
- (ii) The Auditor shall annexe a report to the financial statements stating whether in their opinion:
- (a) the financial statements give a true and fair view of the state of the University College's affairs at the end of the accounting period; and
 - (b) the financial statements give a true and fair view of the University College's incoming resources and the application of those resources during the accounting period.

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- (iii) The Board shall consider the financial statements, together with any observations in a management report which the Auditor shall prepare and with any representations by the Board required by the Auditor in connection with the audit.
- (iv) The financial statements shall be signed on behalf of the Board by two members thereof.

Notices

- 28. The accidental omission to give a notice convening a meeting to any member entitled to receive the same, or the non-receipt by any member of any notice convening a meeting, shall not in any way invalidate the proceedings at any such meeting.

Indemnity and Insurance

- 29. The Board shall have power to insure the members of the Board (or any individual member including members serving on sub-committees) against personal liability arising from their acts and omissions as members of the Board, other than an act or omission which the member or members of the Board concerned knew to be a breach of trust or breach of duty or as to which the member or members of the Board concerned was reckless whether it was or was not a breach of trust or breach of duty, and against the costs incurred by the members of the Board in defending any civil claims made against them (or any individual member) and in any successful defence to a criminal prosecution brought against them (or any individual member) in their capacity as members of the Board.
- 30. The Board shall have the power to insure the property, employees and officers of the University College against any foreseeable risk connected with the business of the University College and take out other insurance policies to protect the University College when required.

Academic Board

- 31. The powers and functions of the Academic Board shall be:
 - (a) To direct and regulate academic strategy including on direction, teaching, assessment and research within UCEM.
 - (b) To monitor the external environment, in terms of the Built Environment Sector, Higher Education and technological developments. To consider and propose suitable responses as appropriate, such as to changes in Government policy;

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- (c) To benchmark the UCEM student experience to external benchmarks, including the Office for Students Key Performance Indicators;
- (d) To approve major changes to academic regulations, policies and procedures relating to UCEM academic awards;
- (e) To approve or withdraw all programmes of study leading to UCEM awards including credit and qualifications;
- (f) To ratify UCEM academic awards to students who have completed an approved programme of study;
- (g) To ratify the award of UCEM Honorary Degrees following recommendations by the Honorary Degrees Panel.
- (h) To monitor the continued compliance with the Office for Students Conditions of Registration;
- (i) To approve the entry requirements to UCEM programmes of study including, where appropriate, accreditation of prior learning;
- (j) To receive reports on scholarships or prizes and approve their award; consider reports on any bursaries awards;
- (k) To monitor strategies to promote equality and diversity with relation to the student body, and monitor applicant and student data with regards to equality and diversity;
- (l) To monitor and review Safeguarding and Prevent;
- (m) To receive reports on academic risk;
- (n) To monitor the continued compliance with the Ofsted Education Inspection Framework;
- (o) To appoint subcommittees and working groups as necessary.
- (p) To approve the appointment of the Chairs and any major changes to the terms of reference of its subcommittees:
- (q) To ensure that all subcommittees review their effectiveness on an annual basis and adhere to the protocols outlined in the standing orders;

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- (r) To receive and approve recommendations, reports and action plans from its subcommittees:
- (s) To report to the Board of Trustees after each meeting:
- (t) To review, discuss and action responses to feedback from the student community via student representatives: