

University of Northampton Articles of Government

1. Interpretation

In these Articles, words and expressions have the following meanings:

'Board/the Board' means the Board of Governors

- 1.1 'Corporation/the Corporation' means the University of Northampton Higher Education Corporation
- 1.2 'The Board of Governors' means the University of Northampton Higher Education Corporation and its members
- 1.3 'Governor/Governors/Board member/member' means members of the Board of Governors and also of the Corporation
- 1.4 'Quorum' means the minimum number of members required to make a decision
- 1.5 'Resolution' means a decision taken by a majority of members at a quorate meeting
- 1.6 'Senate/The Senate' means the Senate of the University of Northampton
- 1.7 'Students' Union' means the University of Northampton Students' Union
- 1.8 'Subject to' means dependent or conditional on and under the authority of

2. Conduct of the University

- 2.1 The University is conducted in accordance with:
 - 2.1.1 applicable UK law and any relevant regulations, orders or directions made by government in accordance with that law

- 2.1.2 the Instrument of Government, these Articles and any rules or by-laws made under these Articles

3. Responsibilities of the Board of Governors, Vice Chancellor and Senate

Board of Governors

- 3.1 The Board of Governors is responsible for:
 - 3.1.1 the determination of the educational character and mission of the University and for oversight of its activities
 - 3.1.2 the effective and efficient use of resources, the solvency of the University and the Corporation and the safeguarding of their assets
 - 3.1.3 approving annual estimates of income and expenditure and the annual financial statements
 - 3.1.4 the appointment, appraisal, suspension, dismissal and determination of the pay and terms and conditions of service of the Vice Chancellor and such other senior post holders as the Board of Governors shall determine

Vice Chancellor

- 3.2 Subject to the responsibilities of the Board of Governors, the Vice Chancellor is the Chief Executive of the University, and is responsible for:
 - 3.2.1 making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors
 - 3.2.2 the organisation, direction and management of the University and leadership of the staff
 - 3.2.3 the appointment, assignment, grading, appraisal, suspension, dismissal and determination within the framework set by the Board of

Governors of the pay and terms and conditions of service of staff other than those determined by the Board of Governors

- 3.2.4 the determination, after consultation with the Senate, of the University's academic activities and for the determination of its other activities
- 3.2.5 preparing annual estimates of income and expenditure for consideration by the Board of Governors and for the management of budget and resources, within the estimates approved by the Board of Governors
- 3.2.6 the maintenance of student 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

Senate

3.3 There shall be a Senate of the University. Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors and to the responsibilities of the Vice Chancellor, the Senate is responsible:

- 3.3.1 subject to the requirements of validating and accrediting bodies, for:
 - general issues relating to the research, scholarship, teaching and courses at the University, 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

3.3.2 for considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice Chancellor and the Board of Governors on those issues

3.3.3 for advising on such other matters as the Board of Governors or the Vice Chancellor may refer to the Senate.

4. Committees

4.1 The Board of Governors may establish the committees it considers necessary to enable it to carry out its responsibilities

5. Delegation

5.1 The Board of Governors establishes and regularly reviews a Scheme of Delegation

5.2 Subject to these Articles and the Scheme of Delegation, the Board of Governors, the Vice Chancellor and the Senate may delegate any of the responsibilities and powers conferred on them under the Articles—

(a) to such person or committee

(b) by such means

(c) to such an extent

(d) in relation to such matters, and

(e) on such terms and conditions

as they think fit.

- 5.3 If the Board of Governors, the Vice Chancellor or the Senate so specify, any such delegation may authorise further delegation by any person to whom they are delegated
- 5.4 The Board of Governors, the Vice Chancellor or the Senate may revoke any delegation in whole or part, or alter the terms and conditions of that delegation
- 5.5 The Board of Governors will not delegate the following:
 - 5.5.1 the determination of the educational character and mission of the University
 - 5.5.2 the approval of the annual estimates of income and expenditure and the annual financial statements
 - 5.5.3 ensuring the solvency of the University and the Corporation and the safeguarding of its assets
 - 5.5.4 the appointment of the Vice Chancellor
 - 5.5.5 the varying, replacement or revocation of the Instrument and Articles of Government

6. Officers

- 6.1 The officers of the University are established and periodically reviewed by the Board of Governors through the bye- laws

7. Chair and Deputy Chair of the Board of Governors

- 7.1 The Board will appoint a Chair and a Deputy Chair
- 7.3 The Board establishes, publishes and regularly reviews the role description and person specification of the Chair and Deputy Chair

- 7.4 The role descriptions provide that the Chair is responsible for the leadership and effectiveness of the Board, and the Deputy Chair for these matters in the absence of the Chair
- 7.5 The role descriptions provide that the Chair and Deputy Chair are subject to annual performance review
- 7.6 Only individuals satisfying the criteria for independence as established by the Board are eligible for appointment as Chair or Deputy Chair

Term of Office

- 7.7 The Chair and Deputy Chair are appointed for a three-year term of office
- 7.8 The Chair and Deputy Chair may be reappointed for one further three-year term of office as either Chair or Deputy Chair
- 7.9 The Chair and Deputy Chair serve no more than nine years as a member. For example, a Chair appointed after serving five years as a member may serve four years as Chair, subject to reappointment at three years
- 7.10 A person who has been Chair or Deputy Chair can subsequently be appointed as a member, and may serve up to a total of nine years as a member. The total of nine years includes any period of office as Chair or Deputy Chair
- 7.11 In exceptional circumstances and in order to facilitate effective succession planning, the period of office of the Chair or Deputy Chair can be extended beyond nine years. Such an extension is for a limited time, determined by the Board. The extension is made by resolution of the Board. No one may vote in a resolution on the extension of their own term of office

Ceasing to hold office

7.12 The Chair or Deputy Chair will cease to hold office if:

7.12.1 They resign that office in writing to the Clerk to the Board of Governors

7.12.2 They are disqualified from being a member of the Board of Governors in accordance with the provisions of the University's Instrument of Government

7.12.3 Their appointment as Chair or Deputy Chair is terminated by resolution of the Board of Governors for good cause. In such circumstances the Chair or Deputy will have the opportunity to make written representation to the Board

8. Method of Appointing the Chair and Deputy Chair

8.1 The Board establishes, publishes and regularly reviews the detailed process by which an individual is appointed as the Chair or Deputy Chair

8.2 The Board determines where and how to advertise a vacancy for Chair or Deputy Chair

8.3 The Board may choose to delegate responsibility for the detailed aspects of a selection and appointment process to individuals or to a group

8.4 The appointment of the Chair and Deputy Chair are approved by resolution of the Board

9. Method of Reappointing the Chair and Deputy Chair

9.1 The Board establishes, publishes and regularly reviews the process by which an individual is reappointed as Chair or Deputy Chair

9.2 Reappointment is subject to a formal performance evaluation

9.3 The reappointment of the Chair and Deputy Chair are approved by resolution of the Board

10. Chancellor and Pro Chancellor

10.1 There is a Chancellor of the University, appointed by the Board, who acts as the ceremonial Head of the University

10.2 There is a Pro Chancellor of the University appointed by the Board

10.3 The Board establishes and periodically reviews role descriptions for the Chancellor and Pro Chancellor

10.4 The Chancellor and Pro Chancellor are each appointed for a three-year term of office. This is renewable by the Board

10.5 The Chancellor and Pro Chancellor may resign by notifying the Chair of the Board

10.6 The appointment of the Chancellor or Pro Chancellor may be terminated by the Board for good cause, the office holder having had an opportunity to make appropriate written representation to the Board

10.7 The Chancellor or Pro Chancellor presides at the award and graduation ceremonies of the University

11. Senior Independent Member

11.1 One member is appointed by the Board as the Senior Independent Member. The Senior Independent Member monitors the effective governance of the University and specifically the operation and effectiveness of the Board

11.2 Only individuals satisfying the criteria for independence as established by the Board are eligible for appointment as Senior Independent Member

- 11.3 The Senior Independent Member is selected using a procedure established and periodically reviewed by the Board
- 11.4 If no appointment to the position of Senior Independent Member is made, the role will be carried out by the Chair of the Audit Committee Ex Officio
- 11.5 The term of office of the Senior Independent Member is three years and is not renewable
- 11.6 The duties of the Senior Independent Member are established and periodically reviewed by the Board
- 11.7 The Senior Independent Member may resign by notifying the Chair of the Board
- 11.8 The Senior Independent Member's appointment may be terminated by the Board for good cause, the Senior Independent Member having had an opportunity to make appropriate written representation to the Board

12. Clerk to the Board of Governors

- 12.1 The Board of Governors appoints a Clerk to act as secretary to the Board
- 12.2 The Board of Governors is responsible for the appraisal, suspension, dismissal and determination of the pay and terms and conditions of service of the Clerk

13. Bye-Laws and Rules

- 13.1 The Board of Governors establishes, approves and regularly reviews bye-laws for the government and conduct of the University
- 13.2 The Board of Governors may make additional bye-laws and rules about the government and conduct of the University as it thinks fit, subject to the Instrument, Articles, and applicable UK law and regulation

14. Board Responsibility for Policies, Procedures and Regulations

14.1 The Board ensures that there are policies, procedures and regulations in place for:

- The conduct of students
- Suspension and dismissal of students
- Students to raise matters of concern
- The conduct of staff
- Staff discipline, dismissal, suspension and grievances

14.2 The Board designates those policies of which it has direct oversight, and periodically reviews both the designation and the policies themselves

15. Freedom of Speech

15.1 In making provisions, rules, regulations, policies or bye-laws the Board of Governors and the University ensure that the University's Freedom of Expression Policy is upheld and the University's staff have freedom within the law 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 University

16. Students' Union

16.1 The Students' Union conducts and manages its own affairs and funds in accordance with a constitution approved by the Board of Governors

16.2 No amendment to or rescission of that constitution is valid unless and until approved by the Board of Governors

16.3 The Students' Union presents audited accounts annually to the Board of Governors

17. Amendment of the Articles of Government

17.1 In accordance with the powers conferred on it by the Education Reform Act 1988 as amended by the Higher Education and Research Act 2017, Section 124ZA, these Articles of Government may be varied, replaced or revoked at any time by the University of Northampton Higher Education Corporation following consultation with the Office for Students or its successor body, and provided that no change would result in the corporation ceasing to be a charity.

18. Version Control

Version	Date	Comments
R2.0	25.09.2021	Approved by the Board of Governors