

University of Northampton Instrument of Government

1. Interpretation

In this instrument, words and expressions have the following meanings:

- 1.1. 'Corporation' means the University of Northampton Higher Education Corporation
- 1.2. 'Board of Governors' means the members of the Corporation
- 1.3. 'Board' means the Board of Governors
- 1.4. 'Governor'/'Governors'/'Board members'/'members' means the members of the Board of Governors and also of the Corporation
- 1.5. 'Senate/The Senate' means the Senate of the University

2. Name of the Corporation

- 2.1 The name of the corporation is the University of Northampton Higher Education Corporation
- 2.2 The name of the Corporation may be changed by the Board of Governors passing a resolution

3. Composition of the Board of Governors

- 3.1 The Board of Governors has six categories of membership as set out in sections 3.3 to 3.8. Members are appointed in accordance with the definition, method of appointment and term of office for each category set out below

3.2 All questions about whether a person belongs to a category of membership will be determined by the body which appoints them. The decision of the appointing body on such matters is final

3.3 Independent Members

3.3.1 Definition

The Board of Governors establishes, publishes and periodically reviews the criteria by which a member may be considered independent of the University. Staff and students of the University are not independent

3.3.2 Method of Appointment

Independent members are appointed by a resolution of the independent members

3.3.3 Term of Office

The term of office of independent members is three years. They are eligible for reappointment. They may not serve more than three consecutive terms of office

3.4 Academic Staff Members

3.4.1 Definition

Those employed at the University in an academic post and nominated to join the Board of Governors by the Senate

3.4.2 Method of Appointment

The Board and the Senate will jointly establish, publish and periodically review procedures by which academic staff members are appointed to the Board of Governors

3.4.3 Academic staff are appointed to the Board by a resolution of the Board

3.4.3 Term of Office

An academic staff member of the University serves on the Board for two years. They are eligible for reappointment provided that two years has elapsed since the end of their previous appointment, and in accordance with procedures established by the Board and the Senate. They may not serve more than three terms of office

3.5 Students of the University

3.5.1 Definition

Those on a course of study at the University who have been nominated by the student body because they have been elected as a sabbatical officer of the University of Northampton Students Union or its successor body

3.5.2 Method of Appointment

Students of the University are appointed to the Board by a resolution of the Board

3.5.3 Term of Office

A student of the University's term of office on the Board is concurrent with their appointment as a Sabbatical Officer of the University of Northampton Students' Union

3.6 Professional Services Staff Members

3.6.1 Definition

Those employed at the University as professional services staff

3.6.2 Method of Appointment

The Board of Governors will establish and publish the procedures by which it identifies professional services staff for appointment to the Board of Governors

3.6.3 Professional services staff are appointed to the Board by a resolution of the Board

3.6.4 Term of Office

A member of the Professional Services staff of the University serves on the Board for two years. They are eligible for reappointment provided that two years has elapsed since the end of their previous appointment, and in accordance with procedures established by the Board of Governors. They may not serve more than three terms of office

3.7 Vice Chancellor

3.7.1 Definition

A person appointed by the Board of Governors as Vice Chancellor of the University

3.7.2 Method of Appointment

The Vice Chancellor is appointed as Vice Chancellor and a member of the Board by a resolution of the Board

3.7.2 Term of Office

The Vice Chancellor is a governor of the University until their appointment as Vice Chancellor ends

3.8 Co-opted Governors

3.8.1 Definition

A person who is not considered independent under the definition established and published by the Board, and who does not fall into one of the other membership categories listed above

3.8.2 Method of Appointment

The Board of Governors may establish and publish the procedures by which it identifies co-opted governors for appointment to the Board of Governors

3.22 Co-opted governors are appointed to the Board by a resolution of the Board

3.8.3 Term of Office

The term of office of co-opted governors is three years. They are eligible for reappointment. They may not serve more than three consecutive terms of office

4. Number of Board Members

- 4.1 The minimum number of Board members is eleven
- 4.2 The maximum number of Board members is twenty-three
- 4.2 Independent members must form a majority of the appointed members
- 4.3 The Board will establish and periodically review the number of members in each of its membership categories. No review of the number of members will terminate the appointment of a member of Board of Governors appointed prior to the review
- 4.4 If the number of independent members falls below a majority, or the number of appointed Board members is not sufficient for a quorum, the Board must not take any decision other than a decision to appoint further Board members

5. Qualifying Provisions for Board Membership

- 5.1 A governor must be aged 18 or over at the date of their election or appointment
- 5.2 A person may be removed from office in accordance with the Board's Disciplinary Policy and Procedure if any of the following applies:
 - 5.2.1 that person is disqualified from being a company director by any provision of the Companies Act 2006 or successor legislation or prohibited from being a company director by law

- 5.2.2 that person is disqualified from being a charity trustee by any provision of the Charities Act 2011 or successor legislation or prohibited from being a charity trustee by law
- 5.2.3 a bankruptcy order is made against that person
- 5.2.4 a composition is made with that person's creditors generally in satisfaction of that person's debts
- 5.2.5 a registered medical practitioner who is treating that person gives a written opinion to the University stating that that person has become physically or mentally incapable of acting as a governor of the University and may remain so for more than three months
- 5.2.6 that person is absent from meetings of the Board of Governors and or its Committees for a period of three months without the permission of the Board
- 5.2.7 within one month of appointment, that person has not provided to the Clerk to the Board a full disclosure of their interests
- 5.2.9 the Board resolves to remove that person from office for for any other reason and in accordance with the Board's Disciplinary Policy and Procedure
- 5.3 A governor ceases to hold office when notification in writing is received by the Clerk to the Board from the governor that the governor is resigning from office, and such resignation has taken effect in accordance with its terms
- 5.4 A governor ceases to hold office if the governor has been appointed in the category of Academic Staff of the University, Student of the University, Professional Services Staff of the University or Vice Chancellor and ceases to hold this employment or office

6. Benefits and Allowances

- 6.1 The Board of Governors shall determine any allowances to be paid to members of the Board of Governors
- 6.2 The University may, and may only, confer benefits on members of the Board of Governors if such benefits have been authorised by the Board of Governors in accordance with regulations which it establishes, publishes and periodically reviews
- 6.3 'Benefit' in this context includes:
 - 6.3.1 buying any goods or services from the University
 - 6.3.2 selling goods, services, or any interest in land to the University
 - 6.3.3 being employed by, or receiving any remuneration from the University
 - 6.3.4 receiving any other financial benefit from the University

7. Seal of Corporation

- 7.1 The application of the seal of the Corporation is authenticated by two signatures:
 - 7.1.1 The Chair of the Board of Governors or any other member of the Board of Governors who has been authorised generally or specially by the Board of Governors to sign
 - 7.1.2 Any other member of the Board of Governors
- 7.2 The Seal of Corporation is held under secure arrangements by the Clerk

8. Variation of the Instrument of Government

- 8.1 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, this instrument 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

9. Version Control

Version	Date	Comments
R2.0	25.09.2021	Approved by the Board of Governors
R2.1	30.09.2022	Amendments to section 5 to allow for procedural fairness through the operation of a Disciplinary Policy and Procedure