

# University of Northampton

## Bye-Laws

### 1. Interpretation

In these Bye-Laws, words and expressions have the following meanings:

- 1.1 'Academic year' means a period from 1 August to 31 July
- 1.2 'Articles/Articles of Government' means the Articles of Government of the University of Northampton
- 1.3 'Board/Board of Governors' means the Board of Governors of the University who are also the members of the University of Northampton Higher Education Corporation
- 1.4 'Casting vote' means an extra vote given by a chair to decide an issue when the votes on each side are equal
- 1.5 'Chair' means a person appointed to be in charge of a meeting
- 1.6 'Clear days' means days of the week excluding the day on which notice is issued and the day on which the meeting is held
- 1.7 'Committee' means a meeting whose parent body is either the Board of Governors or the Senate
- 1.8 'Deputy Chair' means a person appointed as the deputy to the chair of a meeting
- 1.9 'Meeting' means a gathering in accordance with the Instrument, Articles and these Bye-Laws, of the members of the Board of Governors, the Senate or one of their committees
- 1.10 'Member/members' means people appointed to the Board of Governors, the Senate or one of the committees of the Board of Governors or the Senate

- 1.11 'Notice' means information about the date, time and location of a meeting
- 1.12 'Quorum' means the minimum number of members required to make a decision
- 1.13 'Quorate' describes a meeting at which the minimum number of members are present
- 1.14 'Resolution' means a decision taken by a quorum of members
- 1.15 'Senate/the Senate' means the body established under the Articles of Government section 3.3
- 1.16 'Terms of Reference' means a written document which defines the membership, scope and work of a meeting
- 1.17 'University/the University' means the University of Northampton

## **2. Chairing**

- 2.1 Each meeting will appoint a Chair and may also appoint a Deputy Chair

## **3. Absence of the Chair**

- 3.1 In the absence of the Chair, their place and powers fall to the Deputy Chair, if one has been appointed
- 3.2 If both the Chair and Deputy Chair are absent, the members present will, before any other business is transacted, choose one of their number to chair the meeting
- 3.3 The Board may only be chaired by an independent member

## **4. Agenda and Papers**

- 4.1 For each meeting, there will be an agenda setting out the business to be covered

- 4.2 The agenda and any supporting papers will be circulated to members in advance of the meeting. Circulation will be at least five clear days before the meeting, unless there is a clear reason otherwise

## **5. Minutes**

- 5.1 The proceedings of meetings and decisions taken will be recorded in minutes which are the official record of a meeting
- 5.2 At a subsequent quorate meeting, the minutes are reviewed and confirmed as a correct record by the members

## **6. Frequency of Meetings**

- 6.1 Meetings will be held as often as is necessary to carry out their responsibilities effectively

## **7. Schedule of Dates**

- 7.1 A schedule of dates for meetings will be established and published to the members by 1 September of the academic year in the which the meetings are to take place

## **8. Further Meetings and Notice of Meetings**

- 8.1 A further meeting, outside the published schedule of dates, can be called at any time by the Chair by giving notice to the members stating the reason for the meeting
- 8.2 Unless there is a clear business reason, at least five clear days' notice of meetings will be given to members
- 8.3 Any five members may requisition a further meeting by writing to the Chair and Clerk specifying the purpose of the meeting. Having received a requisition, it is the duty of the Chair and Clerk to organise the meeting in accordance with these Bye-Laws

## **9. Terms of Reference**

- 9.1 Each meeting will have Terms of Reference approved and regularly reviewed by its parent body
- 9.2 Terms of reference will set out the following:
  - 9.2.1 Members, and their term of office if applicable
  - 9.2.2 Quorum
  - 9.2.3 Chairing arrangements
  - 9.2.4 The work of the Committee
  - 9.2.5 Any authority delegated from the parent meeting or body
  - 9.2.6 Clerking and reporting arrangements

## **10. Quorum**

- 10.1 The quorum for meetings of the Board of Governors is one half of the total number of members, rounded up to the next whole number. Independent members must form the majority of the quorum
- 10.2 The quorum for all other meetings is set out in the terms of reference of that meeting
- 10.3 If no quorum is present, either:
  - 10.3.1 within half an hour of the time appointed for the meeting or
  - 10.3.2 because members have left the meetingThere are two options:
- 10.4. The remaining members resolve that there are sufficient members present to proceed with the meeting. The meeting continues on an informal basis. Any action which is agreed is ratified by a majority of members either outside the meeting or at a quorate meeting
- 10.5 The remaining members agree to adjourn the meeting until such time that a quorum can be present

## **11. Participation in Meetings**

- 11.1 Members participate in a meeting, or part of a meeting, when
  - 11.1.1 the meeting has been called and takes place in accordance with the Articles and Bye-Laws, and
  - 11.1.2 they can each communicate to the others any information or opinions they have on any item of the business of the meeting
- 11.2 In determining whether members are participating in a meeting, it is irrelevant where any member is or how they communicate with each other
- 11.3 If all the members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
- 11.4. Members will be present at the meetings to which they have been appointed, and will present apologies if their absence is unavoidable
- 11.5. A meeting may pass a resolution to remove a member for lack of regular presence
- 11.6. The Chair and Deputy Chair of the Board are entitled to attend the meetings of all Board committees except the Audit and Risk Committee. The Chair and Deputy are entitled to speak at these meetings, but not to vote unless they are a member

## **12. Decision Making and Voting**

- 12.1 Decisions of meetings are taken by a majority of the members in a quorate meeting
- 12.2 If it is necessary to vote then the following applies:
  - 12.1.1 Every member has one vote
  - 12.1.2 Votes are decided on a show of hands

12.1.3 Votes may be cast for or against, or voters may abstain from voting

12.1.4 There is no voting by proxy

### **13. Casting Vote**

13.1 If the numbers of votes for and against a proposal are equal, the Chair or member chairing the meeting has a casting vote

13.2 This does not apply if, in accordance with these Bye-Laws, the Chair or member chairing the meeting should withdraw from the meeting

### **14. Rescission and amendment of decisions**

14.1 Any decision taken may be revoked or amended at a subsequent quorate meeting

### **15. Decisions without a meeting**

15.1 The members may make a decision without having a meeting

15.2 Such a decision must, in the reasonable opinion of the members, be urgent, necessary or desirable in the best interests of the University

15.3 To make a decision without a meeting, a quorum of members must indicate to each other that they share a common view on a matter

15.4 The members may indicate their views in writing or by electronic communication

15.5 A decision taken in this manner is as valid and effectual as if it had been passed at a meeting, provided that it is recorded in minutes

### **16. Chair's Action**

16.1 The meeting may delegate authority to the Chair of the meeting to take action between meetings

- 16.2 Such action must, in the reasonable opinion of the Chair, be urgent, necessary or desirable in the best interests of the University. Chair's action must not be used routinely
- 16.3 A report of any Chair's action taken will be made to the next meeting and recorded in the minutes

## **17. Attendees and Observers**

- 17.1 The members may invite any other person to attend and participate in their meetings. Such attendees may provide information and advice but do not count towards the quorum and may not vote
- 17.2 Observers may attend meetings at the discretion of the Chair, and will enter and leave the meeting according to the Chair's instructions

## **18. Clerk**

- 18.1 Each meeting will have a Clerk appointed, whose duties and responsibilities in the role of Clerk will be agreed with the Chair

## **19. Conduct of Meetings**

- 19.1 Members of the Board of Governors will not be bound in their speaking or voting by mandates given to them by other bodies or persons and will declare any conflict of interests
- 19.2 The proceedings of the Board of Governors and the Senate will not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member
- 19.3 Meetings to which the Board, Senate and Vice Chancellor delegate any of their powers must follow procedures which are based as far as they are applicable on the Instrument and Articles of Government and these Bye-Laws

## **20. Conduct of Members**

- 20.1 Members of the Board and others whose roles are in the remit of the Board are governed by a Code of Conduct which is established, published and regularly reviewed by the Board
- 20.2 Members of staff are governed by the staff Code of Conduct
- 20.3 Members are required to conduct themselves in compliance with:
  - 20.3.1 The above Codes of Conduct as applicable
  - 20.3.2 The Seven Principles of Conduct in Public Life
  - 20.3.3 The Public Interest Governance Principles
- 20.4 Members are expected participate in procedures for review and evaluation of meetings

## **21. Conflicts of Interest**

- 21.1 The University has established a policy and procedure on Conflicts of Interest which gives definitions and guidance, including how to register and declare interests
- 21.2 Whilst acting for the University members have a duty not to allow a conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement
- 21.3 Members should disclose conflicts or potential conflicts of interests promptly, fully and wherever possible, in advance of the conflict arising
- 21.4 If a conflict or potential conflict of interest becomes apparent during a meeting, the member should declare it immediately
- 21.5 A conflict or potentially conflicted member should
  - 21.5.1 Withdraw during discussion of that item, or
  - 21.5.2 If permitted to remain, abstain from voting on that matter



- 21.6 Upon receiving a declaration of a conflict or potential conflict of interest, the meeting has the following choices:
- 21.6.1 Exclude the conflicted member from the discussion and from voting on that matter
  - 21.6.2 Authorise the conflict of interest on the grounds that it is in the best interests of the University. The reasons for this decision will be recorded in the minutes. The conflicted or potentially conflicted member does not count towards the quorum for authorising the conflict of interest
  - 21.6.3 Resolve that there is no actual conflict and continue the meeting as normal
- 21.7 A member who has a conflict of interest does not count towards the quorum for voting on the matter on which they are conflicted
- 21.8 This Bye-Law does not prevent the Board from considering and voting on proposals to insure the Governors as members of the Corporation against liabilities incurred by them arising out of their office, or the Corporation obtaining such insurance and paying the premiums
- 21.9 This Bye-Law does not prevent the Board from considering and voting on allowances and benefits to members of the Board of Governors in accordance with the Instrument of Government

## **22. Withdrawal from Meetings**

- 22.1 No Board member will take part in or be present during the consideration of their own:
- Appointment
  - Re-appointment
  - Appraisal
  - Promotion

- Personal remuneration (This does not prevent a general discussion by the Board about the remuneration of its members)
- Suspension
- Retirement
- Dismissal
- Termination of appointment by notice or conduct

Or during discussion of potential disciplinary or grievance matters relating to them.

22.2 No Board member will take part in a meeting, or any part of a meeting in which the Board has identified that the member has a conflict of interest

22.3 The number of Governors remaining when any withdrawals under the preceding two Bye-Laws have taken place form a quorum

## **23. Confidentiality**

23.1 Items are designated confidential to the members, and to others at the discretion of the meeting if they would:

- 23.1.1 Be severely disadvantageous to the University, to an individual, or to a third party
- 23.1.2 Harm the interests of the University, an individual or a third party
- 23.1.3 Breach statutory restrictions on disclosure of information (for example the Freedom of Information or Data Protection Acts)
- 23.1.4 Breach the confidentiality of information provided by a third party
- 23.1.5 Cause financial loss or facilitate improper gain or advantage for individuals or entities

23.2 Meetings may also choose to designate as confidential material which may:

- 23.2.1 Provoke an unusual level of speculation amongst staff, students or other stakeholders
- 23.2.2 Create an impression that a matter had already been decided when in fact further discussion was necessary
- 23.3 Members and other staff are bound by the confidentiality of any matter designated confidential by the meeting
- 23.4 Those to whom confidential information has been delivered are responsible for its confidentiality whilst it is in their control
- 23.5 In order to fulfil their responsibilities, all governors have a right of access on request to papers circulated to committees of the Board of Governors. This right of access does not apply:
  - 23.5.1 If a governor has a conflict of interest in the matter under consideration by the committee
  - 23.5.2 If the matter relates to items for which they are required to withdraw from meetings in accordance with the section of these Bye-Laws on 'Withdrawal from Meetings'
  - 23.5.3 To information designated as confidential by the Remuneration Committee
- 23.6 Information which is not designated as confidential is treated as public, and may be generally released or circulated

## **24. Means of Communication**

- 24.1 Notice of meetings and any supporting documentation issued to members may be delivered:
  - 24.1.1 In hard copy, which means on paper
  - 24.1.2 In electronic form, which means via electronic means such as email, a shared folder or website
- 24.2 Notice of meetings and supporting documentation are deemed to have been delivered 48 hours after the envelope containing it was posted or

the electronic communication was sent. Proof of proper postage or electronic delivery are conclusive evidence of notices and documentation having been sent

- 24.3 A member present at a meeting is deemed to have received notice of the meeting
- 24.4 The convening of a meeting and the proceedings conducted are not invalidated because a member has not received notice

## **25. Publication**

- 25.1 Except where an item has been designated as confidential in accordance with the above Bye-Law, the:
  - 25.1.1 Agenda
  - 25.1.2 Agreed minutes of the Board and the Senate will be published on the University's website as soon as practical

## **26. Determination of Board Membership Numbers**

- 26.1 In accordance with the Instrument of Government, the maximum number of members allowed in the following membership categories is:
  - 26.1.1 Teachers of the University – two
  - 26.1.2 Students of the University - two
  - 26.1.3 Professional Services Staff – two
  - 26.1.4 Co-opted - four
  - 26.1.5 Vice Chancellor – one

## **27. Independence of Board Members**

- 27.1 Further to the Instrument of Government section 4.3, a Board member will not be considered independent if:

- 27.1.1 They are or have been an employee of the University of Northampton or any of its subsidiary or partner entities within the last five years
- 27.1.2 They are or have been a student of the University of Northampton or any of its partner entities within the last five years
- 27.1.3 They have, or have had within the last three years, a material business relationship with the University of Northampton, either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the University
- 27.1.4 They receive or have received in the last five years remuneration from the University apart from any governor's fee and expenses associated with the role of being a governor
- 27.1.5 They have close business or personal links with any of the University's advisers or senior employees
- 27.1.6 They have significant links with other governors through involvement in other companies or bodies, such as cross-directorships or cross-trusteeships

## **28. Officers of the University**

28.1 The following are designed as officers of the University:

- The Chancellor
- The Pro Chancellor
- The Senior Post Holders
- The Members of the Board of Governors
- External members of the Board's Committees

## **29. Senior Post Holders**

29.1 The senior post holders whose appointment, appraisal, suspension, dismissal, remuneration and conditions of service are the responsibility of the Board of Governors are:

29.1.1 The Vice Chancellor

## **30. Honorary Awards**

30.1 The term honorary awards refers to:

### **30.1.1 Honorary Titles**

30.1.1.a Honorary Fellow of the University

### **30.1.2 Honorary Academic Titles**

30.1.2.a Honorary Bachelor of Arts, Science or Laws

30.1.2.b Honorary Master of Arts, Science or Laws

30.1.2.c Honorary Doctorate

30.2 Senate will identify the titles of the honorary awards which can be granted by the University

30.3 The criteria and procedures for the granting of honorary awards are approved by the Board and Senate

30.4 Consideration of nominations for honorary awards is by the Honorary Awards Committee which makes recommendations to Senate and the Board

30.5 Honorary awards are granted to those who satisfy both the Board and Senate of their merit. Agreement to award honorary titles and honorary academic titles is given by Senate and the Board

30.6 Honorary awards will be withdrawn where, after due process it is established that the holder no longer merits the title, for example where there is damage to the University's reputation

## **31. University Premises**

31.1 University premises are any building, other structure, property, facility, vehicle or grounds owned, leased or operated by the University or any of its subsidiary companies

## **32. Seal of Corporation**

32.1 In accordance with section 7.1.1 of the Instrument of Government, the following are authorised generally by the Board to sign to authenticate the seal of corporation:

- Independent and co-opted governors

## **33. Changes to Bye-Laws**

33.1 These Bye-Laws are approved and regularly reviewed by the Board of Governors

## **34. Version Control**

<b>Version</b>	<b>Date</b>	<b>Comments</b>
5.0	25.09.2021	Approved by the Board of Governors
5.1	30.09.2022	Update to s.22, amended to reflect a general duty to withdraw where a member has a conflict of interest. Update to s.29 on which posts are senior post holders
5.2	19.07.2023	Updates to reflect changes to the Board clerk role, further minor administrative changes