

At the Council Chamber, Whitehall

THE 25TH DAY OF AUGUST 2005

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

WHEREAS, in accordance with section 124A(3) of the Education Reform Act 1988(a) (hereinafter referred to as "the Act"), the Privy Council by Order dated 16th February 1993 made an instrument of government for the Nene College being a higher education corporation with respect to which Schedule 7 to the Act has effect:

AND WHEREAS section 124A(3)(b) of the Act provides that the Privy Council may by Order modify an instrument of government of any such higher education corporation:

AND WHEREAS the Privy Council by Order dated 12th August 2003 modified the instrument of government to provide for a change of name to University College Northampton:

AND WHEREAS in accordance with the instrument of government, the Corporation have again changed their name with the consent of the Privy Council:

NOW, THEREFORE, Their Lordships, in exercise of the powers conferred on Them by section 124A(3)(b) of the Act, are pleased to modify the instrument of government in accordance with the provisions set out in the Schedule to this Order.

#### SCHEDULE

##### INSTRUMENT OF GOVERNMENT REFERRED TO IN THE FOREGOING ORDER

##### 1. INTERPRETATION

- (1) In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph -

"the Act" means the Education Reform Act 1988 as amended from time to time;

"the Corporation" means The University of Northampton higher education corporation;

"the Governing Council" means the members of the Corporation;

"the University" means The University of Northampton conducted by the Corporation;

"the Vice Chancellor" means the Chief Executive and Chief Accounting Officer of the University;

"the Senate" means the Academic Board of the University constituted in accordance with the Articles;

"the Instrument" means the Instrument of Government of the Corporation;

"the Articles" means the Articles of Government in accordance with which the University is conducted;

"the Clerk" means the person appointed to the office of the Clerk to the Governing Council under the Articles;

"the Secretary of State" means the Secretary of State for Education and Skills; and

"the appointing authority" means the Corporation unless otherwise specified.

- (2) References in this Instrument, in relation to the Governing Council, to a variable category of members are references to any category of members in relation to which the number applicable in accordance with paragraph 3 below is subject to variation.

## 2. NAME OF THE CORPORATION

- (1) The Governing Council may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

## 3. MEMBERSHIP OF THE GOVERNING COUNCIL

- (1) The Governing Council shall consist of -
- (a) not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
  - (b) the Vice Chancellor, unless s/he chooses not to be a member.
- (2) Of the appointed members -
- (a) up to thirteen shall be independent members;
  - (b) up to two may be Teachers at the University nominated by the Senate and up to two may be students of the University nominated by the students thereof; and
  - (c) at least one and not more than nine shall be co-opted members nominated by the members of the Governing Council who are not co-opted members.

- (3) Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.
- (4) The co-opted member required by sub-paragraph 3(2)(c) above shall be a person who has experience in the provision of education.
- (5) A person (other than a person appointed in pursuance of sub-paragraph 3(2)(b) above) who is -
  - (a) employed at the University (whether or not as a teacher);
  - (b) a full-time student at the University; or
  - (c) an elected member of any local authority, is not eligible for appointment as a member of the Governing Council otherwise than as a co-opted member.
- (6) For the purposes of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when s/he has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him/her in the students' union at the University.
- (7) It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Governing Council of any description or category.

#### 4. DETERMINATION OF MEMBERSHIP NUMBERS

- (1) The Governing Council shall make a determination with respect to their membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Governing Council are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3(2) above.
- (3) In making such a determination, the Governing Council shall secure that at least half of all the members of the Governing Council, when constituted in accordance with the determination, will be independent members.
- (4) Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Governing Council at the time when it takes effect.
- (5) Such determination may be varied by a subsequent determination.

5. APPOINTMENT OF MEMBERS OF THE GOVERNING COUNCIL

- (1) Subject to the provisions of section 124C of the Act, no appointment of members of the Governing Council may be made before the first determination of the membership in accordance with paragraph 4(1) above takes effect.
- (2) The Governing Council are the appointing authority in relation to the appointment of any member of the Governing Council other than an independent member.
- (3) Where an appointment of an additional independent member of the Governing Council fails to be made in consequence of a determination in accordance with paragraph 4 above, the appointing authority in relation to the appointment -
  - (a) shall be the Governing Council if the appointment is made within the period of three months beginning with the date of the determination; or
  - (b) if the appointment is not made within that period, shall be the current independent members of the Governing Council.
- (4) Where a vacancy in the office of an independent member of the Governing Council arises on any existing independent member ceasing to hold office on the expiry of his/her term of office -
  - (a) the successor shall not be appointed more than six months before the expiry of that term; and
  - (b) the appointing authority in relation to the appointment of his successor -
    - (i) shall be the Governing Council if the appointment is made not less than three months before the expiry of that term; or
    - (ii) if the appointment is not so made, shall be the current independent members of the Governing Council.
- (5) Where a vacancy in the office of an independent member of the Governing Council arises on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of his/her successor -
  - (a) shall be the Governing Council if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be); or
  - (b) if the appointment is not made within that period, shall be the current independent members of the Governing Council.

- (6) No appointment of an independent member of the Governing Council by the Governing Council in accordance with sub-paragraph 5(3)(a), 5(4)(b)(i) and 5(5)(a) above shall be made unless the appointment has been approved by the current independent members of the Governing Council.
- (7) If the number of independent members of the Governing Council falls below the number needed in accordance with the Articles for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of independent members as is required for a quorum.

## 6. TENURE OF OFFICE OF MEMBERS OF THE GOVERNING COUNCIL

- (1) The Governing Council shall determine the period of office of members in each of the variable categories set out in paragraph 3(2) above. Such member shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office, be eligible for reappointment.
- (2) A member of the Governing Council may at any time by notice in writing to the Clerk resign his or her office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.
- (3) If at any time the Governing Council are satisfied that any member of the Governing Council -
  - (a) has been absent from meetings of the Governing Council for a period of twelve months without the permission of the Governing Council; or
  - (b) is unable or unfit to discharge the functions of a member, the Governing Council may by notice in writing to that member remove him or her from office; and thereupon the office shall become vacant.
- (4) Where a member of the Governing Council appointed as a Senate nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Governing Council, ceases before the end of his period of office to be a member of staff or a student of the University, as the case may be, his or her office shall thereupon become vacant.

## 7. OFFICERS

- (1) The Governing Council shall appoint from among their members a Chairman and any other officers which the Council may determine.

8. COMMITTEES

- (1) The Governing Council may establish committees and permit such Committees to include persons who are not members of the Governing Council.

9. ALLOWANCES

- (1) The Governing Council shall determine any allowances to be paid to members of the Governing Council.

10. SEAL OF CORPORATION

- (1) The application of the seal of the Corporation shall be authenticated by the signature of the Chairman of the Governing Council or some other member authorised generally or specially by the Governing Council to act for that purpose together with that of any other member of the Governing Council.
- (2) The Corporation Seal shall be held under secure arrangements by the Clerk.

11. COPIES OF INSTRUMENT OF GOVERNMENT

- (1) Copies of the Instrument of Government shall be provided to each member of the Governing Council.