

**INSTRUMENT AND ARTICLES OF GOVERNMENT
OF THE
UNIVERSITY OF NORTHAMPTON
APPROVED BY THE PRIVY COUNCIL 13 MAY 2013**

At the Council Chamber, Whitehall

THE 13th DAY OF MAY 2013

PRESENT,

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

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 University of Northampton being a higher education corporation with respect to which Schedule 7 to the Act has effect.

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.

Accordingly, 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

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 Board of Governors" means the members of the Corporation;

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

"co-opted member" means a member of the Board of Governors as defined by the Education Reform Act 1988;

"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;

"independent member" means a member of the Board of Governors as defined by the Education Reform Act 1988;

"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 Board of Governors under the Articles;

"the Secretary of State" means the Secretary of State responsible for higher education; and

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

- (2) References in this Instrument, in relation to the Board of Governors, 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 Board of Governors may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

3. MEMBERSHIP OF THE BOARD OF GOVERNORS

- (1) The Board of Governors 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 Board of Governors 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 Board of Governors 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 Board of Governors of any description or category.

4. DETERMINATION OF MEMBERSHIP NUMBERS

- (1) The Board of Governors shall make a determination with respect to its membership numbers.

- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors is 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 Board of Governors shall secure that at least half of all the members of the Board of Governors, 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 Board of Governors at the time when it takes effect.
- (5) Such determination may be varied by a subsequent determination.

5. APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS

- (1) Subject to the provisions of section 124C of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with paragraph 4(1) above takes effect.
- (2) The Board of Governors is the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.
- (3) Where an appointment of an additional independent member of the Board of Governors 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 Board of Governors 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 Board of Governors.
- (4) Where a vacancy in the office of an independent member of the Board of Governors 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 Board of Governors 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 Board of Governors.
- (5) Where a vacancy in the office of an independent member of the Board of Governors 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 Board of Governors 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 Board of Governors.
- (6) No appointment of an independent member of the Board of Governors by the Board of Governors 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 Board of Governors.

- (7) If the number of independent members of the Board of Governors 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 BOARD OF GOVERNORS

- (1) The Board of Governors 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 his or her appointment and shall, on ceasing to be a member on completion of his or her period of office, be eligible for reappointment.
- (2) A member of the Board of Governors 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 Board of Governors is satisfied that any member of the Board of Governors -
 - (a) has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
 - (b) is unable or unfit to discharge the functions of a member,

the Board of Governors 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 Board of Governors appointed as a Senate nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of Governors, ceases before the end of his or her 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 Board of Governors shall appoint from among its members a Chair and any other officers which the Board of Governors may determine.

8. COMMITTEES

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

9. ALLOWANCES

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

10. SEAL OF CORPORATION

- (1) The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors.
- (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 Board of Governors.

ARTICLES OF GOVERNMENT

(Adopted by Resolution of the Board of Governors on 22nd May 2013)

In exercise of the powers conferred upon it by Section 125 of the Education Reform Act 1988, The University of Northampton Higher Education Corporation makes the following Articles of Government in accordance with which The University of Northampton shall be conducted:

1. INTERPRETATION

1.1 In these Articles, words and expressions shall have the meanings attributed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 13th May 2013 and as follows:

"the Board of Governors" means the members of the Corporation.

"the Corporation" means The University of Northampton Higher Education Corporation.

"the University" means The University of Northampton which the Corporation has been established to conduct.

"the Secretary of State" means the Secretary of State responsible for higher education.

"the Vice Chancellor" means the Vice Chancellor of The University of Northampton and is the person referred to in the Education Reform Act 1988 as the Principal of the institution.

"the staff" includes both teaching and other staff of the University.

"staff Governor" means a member of the Board of Governors on the nomination of the Senate or as a co-opted staff nominee.

"student Governor" means a member of the Corporation appointed as a student nominee or a co-opted student nominee.

"Students' Union" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

1.2 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

2. CONDUCT OF THE UNIVERSITY

2.1 The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1996, and any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

3. RESPONSIBILITIES OF THE BOARD OF GOVERNORS, VICE CHANCELLOR AND SENATE

The Board of Governors

3.1 The Board of Governors shall be 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;
 - 3.1.5 setting the framework of pay and terms and conditions of service of other staff.

The Vice Chancellor

- 3.2 Subject to the responsibilities of the Board of Governors, the Vice Chancellor shall be the Chief Executive of the University, and shall be 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.

The Senate

3.3 There shall be a Senate of the University, whose membership shall be set out in bye-laws approved by the Board of Governors. 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 shall be 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.

3.4 The quorum for meetings of the Senate shall be one half of the total number of its members and at least half of the quorum shall consist of persons in the following categories:

3.4.1 The Vice Chancellor, who shall be Chair;

3.4.2 the holders of posts of heads of academic or related departments or their equivalent, as may from time to time be specified by the Board of Governors.

3.5 The Chair or, in his/her absence, the person presiding at the meeting, shall have a second or casting vote in the event of an equality of votes.

3.6 The Chair may nominate a Deputy Chair from amongst the members of the Senate to take the chair in their absence.

3.7 The Senate may establish such committees as it considers necessary for enabling it to carry out its responsibilities provided that each establishment is first approved by the Vice Chancellor and Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Senate.

3.8 The quorum for meetings of a committee of the Senate shall be such number of members as the Senate may prescribe in constituting the Committee or if no number is prescribed at least one-third of the whole number of members of the Committee provided that in no case shall a quorum be less than three members.

4. DELEGATION OF FUNCTIONS AND COMMITTEES

4.1 Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice Chancellor or to the Senate and may delegate powers to such committees or to the Chair of the Board of Governors or to the Vice Chancellor.

4.2 The Board of Governors shall establish an Audit Committee.

4.3 The Board of Governors shall not delegate the following:

4.3.1 the determination of the educational character and mission of the University;

4.3.2 the approval of the annual estimates of income and expenditure and the annual financial statements;

4.3.3 ensuring the solvency of the University and the Corporation and the safeguarding of its assets;

4.3.4 the appointment of the Vice Chancellor (save in respect of any preliminary recruitment activities leading to the formal appointment decision by the Board of

Governors) and the Clerk to the Board of Governors;

4.3.5 the varying or revoking of these Articles of Government.

4.4 The Vice Chancellor may delegate the exercise of any or all of his or her powers or duties except where the Articles or the Board of Governors prohibit such delegation.

5. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

5.1 The Board of Governors shall appoint a Clerk to act as Secretary to the Board of Governors and, if the person appointed is legally qualified, to act as solicitor to the Board of Governors. The Board of Governors shall also be responsible for the appraisal, suspension, dismissal and determination of the pay and terms and conditions of service of the Clerk.

6. CHAIR AND DEPUTY CHAIR

6.1 The Board of Governors shall in each academic year at its first meeting and as the first item of business in that year elect from among its members other than a member who is employed at the University or a student at the University, a Chair of the Board of Governors for the ensuing year.

6.2 The Board of Governors shall in each academic year at its first meeting in that year and as the second item of business elect from among its members other than a member who is employed at the University or a student at the University, a Deputy Chair for the ensuing year.

6.3 In the absence of the Chair his or her place and powers fall to the Deputy Chair.

6.4 In the event of a casual vacancy occurring in the office of Chair or Deputy Chair the Board of Governors shall, unless it has no further meeting before that referred to in Article 6.1 or 6.2, elect one of its number other than a member who is employed at the University or a student at the University to fill that vacancy.

6.5 The Chair and Deputy Chair shall hold office until their successors are elected in accordance with the provision of Article 6.1 and 6.2 but without prejudice to their re-election PROVIDED that such Chair or Deputy Chair shall cease to hold office if:

6.5.1 he or she resigns the office by written notice given to the Clerk to the Board of Governors;

6.5.2 he or she ceases to be a member of the Corporation; or

6.5.3 in the case of the Deputy Chair he or she is elected in pursuance of Article 6.4 to fill a casual vacancy in the office of Chair.

7. QUORUM AND PROCEDURES FOR MEETINGS AND APPOINTMENTS

7.1 The quorum for meetings of the Board of Governors shall be one half (rounded up to the next whole number) of the total number of its members, with independent members forming the majority of the quorum.

7.2 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons and shall declare any conflicts of interest.

7.3 The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by

any defect in the election, appointment or qualification of any member.

7.4 Procedures for meetings of the Board of Governors, the Senate and of committees and in relation to the appointment of members of the Board of Governors (including in either case quorum and proxies) shall be set out in rules or bye-laws.

8. PROVISIONS WHERE INDEPENDENT MEMBERS ARE THE APPOINTING AUTHORITY IN RESPECT OF MEMBERSHIP OF THE CORPORATION

8.1 Where the current independent members of the Corporation are the appointing authority for the appointment of members of the Corporation at any time after the appointment of the first members by the Secretary of State, the following provisions of this Article shall apply.

8.2 The current independent members of the Corporation at the time an appointment falls to be made shall be a Committee for the purposes of making the appointment and shall be known as the Independent Members Appointments Committee.

8.3 The Chair of the Board of Governors if an independent member shall be Chair of the Committee; if the post of Chair is vacant, the Deputy Chair of the Board of Governors if an independent member shall be the Chair.

8.4 In the event of neither the Chair of the Committee nor the Deputy Chair being present at a meeting of the Committee, the members present shall choose one of their number to take the Chair.

8.5 The quorum for meetings of the Independent Members Appointments Committee shall be five. A meeting of the Committee shall be convened by notice signed by the Clerk to the Board of Governors

given to the independent members constituting the Committee at least seven days before the date of the meeting. Notice of a meeting of the Committee shall be deemed to have been duly served if sent to the member concerned either by post or by hand to his or her usual address or to such other address as he or she may notify in writing to the Clerk of the Board of Governors for such service.

8.6 All questions coming before a meeting of the Committee shall be determined by a majority of the members present and voting shall be by show of hands.

8.7 Where the approval of the current independent members of the Corporation is required to the appointment of an independent member of the Corporation by the Corporation that approval may be signified by a simple majority of the current independent members voting in relation to the appointment.

9. CONDUCT OF STAFF

9.1 The Board of Governors shall make provision with respect to policies and procedures for the discipline, dismissal, suspension and hearing of grievances of all staff.

10. ACADEMIC FREEDOM

10.1 In making provisions under Article 9.1 the Board of Governors shall have regard to the need to ensure that academic staff of the University 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 or losing their jobs or any privileges they may have at the University.

11. STUDENTS

11.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.

11.2 The Board of Governors, after consultation with the Senate and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.

11.3 In exercise of their responsibilities under Article 3.3.1, the Senate, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

11.4 The Board of Governors, after consultation with the Senate and representatives of the students, shall determine procedures for students to raise matters of proper concern to them at all levels in the University. The rules shall require such procedures to be followed to that end.

12. FINANCIAL MATTERS

Fees

12.1 The Board of Governors shall determine the policy in respect of tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by external bodies or by legislative requirements).

Accounts and Estimates

12.2 The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.

12.3 Annual estimates of income and expenditure shall be prepared by the Vice Chancellor for the consideration and approval of the Board of Governors.

Audit

12.4 External auditors shall be appointed and other audit work conducted in accordance with any requirements of external bodies or legislative requirements.

Control of use of University Premises

12.5 The Board of Governors, after consultation with the Vice Chancellor, shall determine the policy in respect of the use to be made of the University premises or any part of them by organisations not connected with the University and the scale of charges and general regulations for such use.

13. CONSULTATIVE ARRANGEMENTS

13.1 The Board of Governors may, if it thinks fit, establish arrangements for consultation with industry, commerce, the professions and the arts and may for this purpose establish advisory bodies representative of these interests.

14. RULES AND BYE-LAWS

14.1 The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles of Government.

15. COPIES OF ARTICLES, RULES AND BYE-LAWS

15.1 A copy of these Articles, and any rules or bye-laws, shall be given to every Governor and shall be available for inspection upon request to every member of staff and every student.

16. AMENDMENT OF ARTICLES

16.1 These Articles may be amended or replaced by a resolution of the Corporation either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with section 125 of the Education Reform Act 1988.