



Byelaws First Issue -September 2015 update

1. INTERPRETATION

In these Byelaws, the words and expressions shall have the meanings as follows.

- 1.1 "**Academic Year**" means a period from 1 August to 31 July.
- 1.2 "**Access Agreement**" means the document submitted annually to the Office of Fair Access to permit the University to charge the higher level of tuition fees
- 1.3 "**Alumni**" means a person who has been enrolled as a student of the University or one of its predecessor educational organisations.
- 1.4 "**Articles**" means the Articles of Government of the University approved by the Board on 22 May 2013.
- 1.5 "**Board**" means the Board of Governors of the University, being members of the Corporation, and the charitable trustees responsible for the conduct of the University. This term does not refer to boards that are Committees or sub-Committees of the Senate.
- 1.6 "**Calendar of meetings**" means the list of dates, times and locations of the meetings of the Board, Senate and their Committees published for an academic year.
- 1.7 "**Clear Days**" means the period, when used for periods of notice, excluding:
 - the day when the notice is given or deemed to be given and
 - the day on which it is received or on which it is to take effect;
- 1.8 "**Clerk**" means the office holder appointed pursuant to Article 5.
- 1.9 "**Committee**" means a group of people, who meet and report regularly, appointed by the Board or Senate, for a specific function described in Terms of Reference, typically consisting of Members of the Board or Senate together with other External Committee Members appointed for their expertise. In these Byelaws, this term includes those boards that are appointed as Committees or sub-Committees of both the Board or Senate.
- 1.10 "**Conflict of Interest or Loyalty**" means any situation in which a Member's personal interests or loyalties may influence or could influence their decision-making.
- 1.11 "**Co-opted Governor**" means a person appointed under paragraph 3(2)(c) of the Instrument.
- 1.12 "**Corporation**" mean the University of Northampton Higher Education Corporation.
- 1.13 "**Electronic Address**" means any address, email designation or number used for the purpose of sending or receiving documents or information by Electronic Means.
- 1.14 "**Electronic Form**" applies to documents or other material sent or supplied by Electronic Means or by any other means while in an electronic form (eg sending an electronic copy (CD/ memory stick etc) by post).
- 1.15 "**Electronic Means**" means where a document, information, data, sound or image is sent, supplied and received at its destination by means of electronic equipment for the processing, or storage of data, including digital compression, and entirely transmitted, conveyed and received by wire, by radio, by optical technologies or by other electromagnetic means. Examples of Electronic Means include by e-mail, fax, skype, video conferencing, memory stick and text message.
- 1.16 "**Elected Member**" means a person who has an appointment to the Senate under paragraph 3 of the Byelaws.

- 1.17 **“External Committee Member”** means a person appointed to a Committee who is not a Member of the Board or the Senate.
- 1.18 **“Ex Officio”** means a person appointed to the Board, Senate or their Committees by virtue of the post they hold.
- 1.19 **“Financial Year”** means a period from 1 August to 31 July.
- 1.20 **“Governor”** means a Member of the Board and **“Governors”** shall be construed accordingly.
- 1.21 **“Honorary Academic Award Holder”** means a person granted an Honorary Degree of the University approved by the Senate through the powers in Article 3.
- 1.22 **“Honorary Fellow of the University”** means a person granted recognition by the University and membership of the Court as approved by the Senate and the Board pursuant to Article 3.
- 1.23 **“In attendance”/ “attending”** means the presence of a person at a Meeting who is not a Member and who shall be Present by specific invitation of the Chair of the Meeting or as defined by the Terms of Reference.
- 1.24 **“Independent Governor”** means a person appointed to the Board who is neither a member of Staff nor a Student and who has met the criteria approved by the Board for the purpose of paragraph 3(2) of the Instrument and Article 8.
- 1.25 **“Instrument”** means the Instrument of Government of the University of Northampton approved by the Privy Council on 13 May 2013.
- 1.26 **“Meeting” / “Meetings”** includes, except where inconsistent with any statutory obligation, a physical meeting or the discretion of the Chair, a meeting to be held by Electronic Means being telephone conferencing or a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation by which everyone is able to communicate with all other participants;
- 1.27 **“Member/s”** means the person/people defined as eligible to participate and vote on the business presented to the Board, Senate, or their Committees, Court or other meetings, as applicable.
- 1.28 **“Membership”** means the composition of the Board, Senate or their Committees.
- 1.29 **“Minutes”** means the official record of the particular meeting of the Board, Senate or their Committees.
- 1.30 **“Officer of the University”** means a person appointed to act on behalf of the University, such as the Chancellor.
- 1.31 **“Postal address”** means the address of physical premises at which the Member is able to regularly access hard copy documents provided by the University.
- 1.32 **“Presence”/ “Present”** means a person is physically at a meeting or, with the respective Chair’s approval, is participating through Electronic Means as permitted in Byelaws 1.14. 1.15 and 1.26 above.
- 1.33 **“Professorial Staff”** means those Staff who are employees of the University and who have been granted the academic title of “Professor” by the Senate, including Emeritus and Visiting Professors.
- 1.34 **“Professional Staff”** means those Staff on a professional or managerial contract of employment or similar contract for services not being Teaching Staff or Professorial Staff.
- 1.35 **“Quorum”** means the number of Members specified in the Instrument and/or Articles and/or the Byelaws as required to be Present at the Meeting of the Board, Senate or their Committees (as applicable) to make decisions.
- 1.36 **“Reserved Business”** means any business defined by the Board, the Senate or their Committees as confidential or commercial in confidence and as such, documentation considered and minutes of the discussion are restricted in circulation.
- 1.37 **“Secretary”** means a person servicing the Board, the Senate or their Committees and who prepares the documentation considered by and the Minutes of the meetings.

- Unless specifically stated in the Terms of Reference, those designated as Secretary are not Members.
- 1.38 "**Senior Manager**" means Staff designated by the Board as holding a post from whom Ex Officio Members of Senate may be drawn for the purpose of Byelaw 3.
 - 1.39 "**Senior Post Holder**" means those Staff designated under Article 3.1.4.
 - 1.40 "**Staff**" means a person who is engaged on a contract of employment or a contract for services with the University, and includes Teachers/Teaching Staff, Professional Staff and Professorial Staff.
 - 1.41 "**Staff Governor**" means the Member of the Board appointed on the nomination of the Senate or the Co-opted Member of the Board drawn from the Professional Staff of the University pursuant to paragraphs 3(2)(b), 3(2)c and 3(5)(a) of the Instrument.
 - 1.42 "**Student**" means a person who is enrolled on a course of study of the University leading to an academic award or qualification.
 - 1.43 "**Student Governor**" means a Member of the Board appointed pursuant to paragraph 3(2)(b) of the Instrument.
 - 1.44 "**Students' Union**" means The University of Northampton Students' Union being the body approved by the University to represent Students' views and concerns.
 - 1.45 "**Task and Finish Group**" means a type of small committee established by the Board or the Senate under pursuant to Byelaw 4 on Terms of Reference to deal with specific outcome driven and time limited business.
 - 1.46 "**Teacher**"/"**Teaching Staff**" means a person, for the purposes of paragraphs 3(2)(b) and 3(5) of the Instrument, who is employed by the University on an academic or research contract of employment or contract for services.
 - 1.47 "**Terms of Reference**" means a written document as amended from time to time with the objective of defining the scope of the relevant Committee's Membership, responsibilities, functions, powers or restrictions of decision-making, reporting and its modus operandi.
 - 1.48 "**Vice Chancellor**" means the person appointed by the Board under the Instrument and Articles as Chief Executive Officer of the University and Chair of the Senate.
 - 1.49 "**University**" means the University of Northampton, which the Corporation has been established to conduct.
 - 1.50 Where a Byelaw makes reference to any Act of Parliament, it shall be deemed to include in a reference to any statutory extension, amendment, modification or re-enactment thereof for the time being in force and to any Regulation, Order or Direction made under any such Act, amendment, modification or re-enactment.

2. MEMBERSHIP OF THE BOARD

2.1 Pursuant to paragraph 3 of the Instrument, the Membership of the Board has been determined by the Board as being up to sixteen Members, comprising the Vice Chancellor and up to fifteen other appointed Members consisting of:

a) Up to Nine Independent Governors, being persons appearing to the Independent Members Appointment Committee of the Board to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession;

b) One Staff Governor being a Teacher of the University nominated by the Senate (See Byelaw 2.2);

c) One Student Governor being nominated by the Students by election as the President of the Students' Union(See Byelaw 2.3); and

d) Up to Four Co-opted Governors to include:

i) One co-option of a person who has experience in the provision of education, (see Byelaw 2.5); and

ii) One co-option of a person who is a member of the Professional Staff of the University. (see Byelaw 2.4).

Nomination from Senate for Board Member

2.2 Pursuant to paragraph 3(2)(b) of the Instrument, the Senate shall approve arrangements through which it takes advice on the person it will put forward for nomination to be a Member of the Board. Such arrangements for advice shall ensure the views of the Teachers are considered when making such nomination.

Nomination from the Students for Board Member

2.3 Pursuant to paragraph 3(2)(b) of the Instrument, a person shall be deemed to have been nominated by the Students of the University if they have secured a sabbatical post with the Students' Union as the Students' Union President.

Co-opted Professional Staff Member of the Board

2.4 Pursuant to paragraph 3(5) of the Instrument, a person shall be eligible for a co-opted place on the Board as a member of the Professional Staff of the University if he or she is a member of the Professional Staff at or below local grade 9 and has been in post for at least one year at the date when nominations are sought. The Board shall establish arrangements for advice from the Professional Staff to ensure their views are considered when the Board appoints that co-opted member.

Co-opted Board Member with experience of education

2.5 Pursuant to paragraph 3(4) of the Instrument, a person shall be eligible for a co-opted place on the Board as the Member who has experience in the provision of education, if in the Board's reasonable opinion, that person has appropriate experience of education.

3 SENATE MEMBERSHIP

3.1 Pursuant to Articles 3.3 and 3.4, the Membership of the Senate shall be up to thirty people comprising:

a)Ex Officio Members (up to sixteen members including those recognised per Article 3.4*)

- Vice Chancellor and Chair (one*)
- Chief Operating Officer (one*)
- Deans: Executive Dean or Dean for each School (six members*) (one of whom is nominated as Deputy Chair by the Vice Chancellor)
- Directors and Heads of Academic Professional Services (five members*)
- Co-opted Ex Officio - Principal of Moulton College (one)

b)Students' Union Members (one member)

- Co-opted Ex Officio President of the Students' Union (one)

c)Elected Members (up to thirteen members)

- A member of the Professorial Staff (one)
- Members of the Teaching Staff (two from each School – twelve members in total)

Senate Elected Members

3.2 Pursuant to Article 3.3, the Senate shall establish procedures for the election of its members from the Teaching Staff and from the Professorial Staff.

Senate Ex Officio Members

3.3 Pursuant to Article 3.4.2, the Board shall define the Senior Managers who hold posts of heads of academic or related departments or their equivalent from whom Ex Officio * Members of Senate may be drawn.

3.4 The Secretary to the Senate shall be the Director of Academic and Student Services or another person appointed with the approval of the Vice Chancellor.

4. COMMITTEES

Board Committees

4.1 Pursuant to Articles 4.1 and 4.2, the following shall be established as Committees of the Board:

- The Advancement Committee
- The Audit Committee,
- The University Campaign Board
- The Independent Members Appointment Committee (IMAC),
- The Nominations Committee,
- The Project Assurance Committee (PAC),
- The Remuneration Committee,
- The Search Committee,
- The Special Committee,
- The Treasury Committee
- The Honorary Awards Committee - Joint Committee with Senate

4.2 The Board and the Senate (following approval by the Board and the Vice Chancellor as per Article 3.7) shall determine the Terms of Reference for each Committee it

establishes to include Membership, Purpose and function, Powers and authorities, Quorum, Chairing, Frequency of meeting, Modus operandi, Reporting and support. Each Committee shall have a Chair and Deputy Chair and shall review its Terms of Reference at least biennially and report the outcome to the Board or Senate, as applicable.

- 4.3 The Board or Senate may establish Task and Finish Groups to deal with specific outcome driven and time limited business. When setting up a Task and Finish Group, in addition to those itemised in Byelaws 4.2 above, the Terms of Reference shall define the duration and end date for the Task and Finish Group.
- 4.4 With the respective approval of the Board or Senate, each Committee may set up sub-Committees and/or Task and Finish Groups to progress its business and determine the Terms of Reference as itemised in Byelaw 4.2 above.
- 4.5 In establishing Committees, the Board may appoint External Committee Members to secure suitable additional relevant expertise.
- 4.6 In establishing an Audit Committee, the Board shall ensure it gives due regard to guidance of appropriate bodies such as the Charity Commission, the Council of University Chairs, the Higher Education Funding Council for England, and the Institute of Chartered Secretaries and Administrators.

Senate Committees

- 4.7 Pursuant to Article 3.7, the first tier Committees of Senate are established by the Senate and approved by the Vice Chancellor and Board as follows:
 - The Academic Quality and Standard Committee
 - The Student Experience Committee
 - The Research and Enterprise Committee

NOTE: *Terms of Reference of Board and Senate Committees and Task and Finish Groups are approved by the Board or Senate respectively but are not a part of the Byelaws.*

5. TENURE AND APPOINTMENT

- 5.1 With the exception of the Vice Chancellor and the Student Member:
 - a) The appointment of Members shall normally be for a term of three years. Members are eligible for re-appointment.
 - b) A Governor may not serve more than three continuous terms of office. However, in the event of a Governor being elected to the position of Chair of the Board during his or her final three-year term of office, a new three-year term of office will begin at the start of the tenure as Chair of the Board.
 - c) A Member who has served the maximum period may be re-appointed in the future if a vacancy occurs after a gap of three years.
- 5.4 Independent Governors and Co-opted Governors shall be recommended for re-appointment in accordance with the approved procedures for appointment and nominations.

5.5 The appointment of a Student Governor shall be for the period of their term of office as President of the Students' Union.

5.6 An Elected Member of the Senate shall have a three year term of office and may stand for re-election in the future if a vacancy occurs after a gap of two years.

6. THE COURT

6.1 The Board has determined there shall be a Court of the University whose Membership, Terms of Reference and modus operandi shall be approved by the Board.

6.2 The purpose of the Court shall be:
a) to be conversant with and engage in the life and work of the University;
b) to be the University's supporter, seeking clarity and assurance concerning its stewardship as appropriate;
c) to engage with and provide a forum for networks of University stakeholders; and
d) to be ambassadorial for the University.

6.3 The Court shall hold an ordinary Meeting at least once a year, on dates to be determined by the Board giving due notice. The work programme and agendas for the Court shall be approved by the Board further to advice from the Chancellor and Pro Chancellor (see Byelaw 7).

6.4 Any question concerning an individual or organisation's membership of the Court shall be resolved by the Board. Appointment to Court shall be by invitation of the Board according to the relevant Membership category normally, ex officio, or in person.

7. THE CHANCELLOR AND THE PRO CHANCELLOR

7.1 There shall be a Chancellor of the University, appointed by the Board, who shall act as the ceremonial Head of the University.

7.2 The Chancellor shall be an Officer of the University who shall augment the reputation of the University, articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University.

7.3 The Chancellor shall be a Member of and the Chair of the Court of the University, and shall preside at the Annual Meeting of the Court.

7.4 The Chancellor shall preside at the award and graduation ceremonies of the University and in his or her absence the Vice Chancellor, the Pro Chancellor or the Chair of the Board shall preside at such ceremonies.

7.5 The further duties of the Chancellor shall be established by the Board, shall be reviewed on a regular basis, and shall include:
a) presiding where feasible at other Court events and University functions;
b) acting as a supporter and an ambassador for the University;
c) giving advice and guidance as it considers appropriate to the senior Officers of the University to support its stewardship; and
d) being a focus of inspiration for Staff and Student communities.

- 7.6 There shall be a Pro Chancellor of the University appointed by the Board who shall ensure the effective working of the Court, leading its organization and development and supporting its members.
- 7.7 The Pro Chancellor shall be an Ex Officio member of the Court.
- 7.8 The Pro Chancellor shall be an Officer of the University and shall articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University and specifically with the stakeholder community of the Court.
- 7.9 The further duties of the Pro Chancellor shall be established by the Board, shall be reviewed on a regular basis, and shall include:
- a) organizing and leading the day to day work of the Court and ensuring its development as an effective stakeholder body to support the University;
 - b) acting as a supporter and an ambassador for the University; and
 - c) giving advice and guidance to the senior Officers of the University to support its stewardship.
- 7.10 The term of office of the Chancellor and Pro Chancellor shall each be a minimum of three years and renewable to a maximum of six years.
- 7.11 The Chancellor or Pro Chancellor may resign by notifying the Chair of the Board. The Chancellor's appointment may be terminated early by the Board for good cause, having had an opportunity to make appropriate written representation to the Board.

8. CONDUCT OF MEMBERS

- 8.1 Governors, Members of Senate, External Committee Members and other officers designated by the Board shall be required to conduct themselves in compliance with:
- the Nolan principles for conduct in public life;
 - the Committee of University Chairs Code of Governance and Associated Guidance;
 - the University Code of Conduct for Governors, Officers and Members;
 - the UK Corporate Governance Code; and
 - the UK Good Governance: a Code for the voluntary and community sector.
- 8.2 Governors, Members of Senate, External Committee Members and other officers designated by the Board shall periodically undertake processes approved by the Board for review and self-evaluation.

9. CONFLICTS OF INTEREST OR LOYALTY

- 9.1 Pursuant to Article 7.2, a Governor or other Member who by virtue of other activities, responsibilities or relationship has a Conflict of Interest or Loyalty with the work of the Board, Senate or their Committees, shall alert the relevant Chair and shall declare his or her position at the start of the Academic Year to the Clerk and at each relevant Meeting. When there is an item/s for consideration where a person is Conflicted he or she shall comply with Byelaw 9.3 or 9.4 below.
- 9.2 All Conflicts of Interest or Loyalty shall be placed on a register of interests maintained by the Clerk, to be updated annually and whenever changes of Membership occur.

- 9.3 If a Conflict of Interest or Loyalty arises for a Governor or other Member, in any contract, proposed contract or other item, he or she shall, at the Meeting, disclose the fact of their Conflict of Interest or Loyalty. Unless the Chair otherwise allows, he or she shall
- a) withdraw from the Meeting during such consideration or discussion of the item; or
 - b) if permitted to remain, abstain from voting on any such matter and shall not be counted when considering whether a Quorum is present at the Meeting.
- 9.4 If the Chair considers it is in the interests of the University to authorise the participation of the Conflicted Member in the circumstances applying, he or she shall invite the Member concerned to remain and make record in the Minutes accordingly.
- 9.5 The Board shall establish definitions and guidance for Members on Conflict of Interest and Loyalty, pecuniary and non-pecuniary interest and Connected Persons.
- 9.6 The provisions of Byelaw 9 shall not prevent the Board from considering and voting upon proposals for the Corporation 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.

10. CONDUCT OF BUSINESS

- 10.1 Pursuant to Article 7.4, the Board shall establish with the Senate, a University Committee Handbook containing rules governing the procedures for Meetings.
- 10.2 The Board shall hold an ordinary Meeting at least ten times a year, on dates to be determined by the Board giving due notice.
- 10.3 The Senate shall hold an ordinary Meeting at least five times a year on dates to be determined by the Senate giving due notice.
- 10.4 A schedule of dates for ordinary Meetings of the Board, the Senate and their Committees shall be given to the respective Members by 1 September for the forthcoming Academic Year.
- 10.5 At least five Clear Days' Notice shall be given to Members of the Board, Senate or their Committees in case of the need to convene any additional ordinary Meetings following the publication of the Calendar of Meetings.
- 10.6 Notice of a Meeting shall be deemed to have been duly served if delivered either by ordinary post or by hand or by Electronic Means to the Member concerned at his or her Postal Address or Electronic Address, including such email or equivalent as he or she may notify in writing to the Clerk to the Board or the Secretary to the Senate for such service.
- Presence and withdrawal**
- 10.7 Members shall be Present at the Meetings of the Board, Senate and their Committees to which they are appointed and shall be required to give their apologies for absence in advance; their membership may be terminated for lack of regular presence.

- 10.8 The names of the Members of the Board, Senate or their Committees who are Present and any other people In Attendance at a Meeting shall be recorded in the Minutes of that Meeting.
- 10.9 The Chair and Deputy Chair of the Board shall be entitled to attend Meetings of every standing Committee to which they are not appointed by name and to speak thereat, but not to vote.
- 10.10 With the approval of the relevant Chair, a Member unable to be Present in person may take part in the whole or part of a Meeting of the Board, or its Committees by Electronic Means, and will be deemed Present for the period they are able to participate in the Meeting. Present and participating by those means requires that the Member may communicate with all the other participants, as judged by the relevant Chair and such a person shall be counted within the calculation of the Quorum.
- 10.11 Unless invited by resolution of the other Governors Present at the Meeting to remain, any Governor who is a member of Staff or is a Student shall withdraw from that part of the Meeting of the Governors at which there is consideration of the appointment, appraisal, promotion, suspension, retirement, dismissal or termination of appointment by notice or conduct of the Vice Chancellor, the Clerk, or Senior Post Holders.
- 10.12 A Governor who is a member of Staff shall not take part in or be Present during the consideration of his own promotion, suspension, dismissal or retirement except as provided in the Articles.
- 10.13 A Governor who is a Student shall not take part in or be Present during the consideration of his own suspension or expulsion except as provided in the Articles.
- 10.14 The number of Governors remaining when any withdrawals under Byelaws 10.11,10.12 or 10.13 have taken place shall form a Quorum.

Agendas, Papers and Minutes

- 10.15 The business to be considered at the Board, Senate or their Committees shall be stated on an agenda, being supported by papers, reports, documents or other material to be considered at any such Meeting and issued with reasonable notice to members. Rescission of previous decisions must be by formal resolution and supported by a paper containing specific rationale; matters arising shall not be subject to these requirements but shall be recorded in the Minutes.
- 10.16 The format for all Board and Committee papers shall follow a standard University template established by the Clerk to the Board with the Secretary to the Senate and included in the University Committee Handbook. Agendas and the majority of documentation for the Board and Senate shall be issued to Members by Electronic Means at least five Clear Days before the Meeting.
- 10.17 The proceedings of the Board and Committee meetings shall be recorded in Minutes and circulated to Members as draft Minutes once they have been approved by the Chair of the Meeting. Minutes of Meetings, include names of those attending, shall be entered in Minute Books kept for the purpose. At the subsequent Quorate Meeting, the Minutes shall be reviewed and confirmed as a correct record by the Members and signed by the Chair for the record.

- 10.18 Papers and Minutes of the Board and its Committees shall be designated to distinguish confidential material as appropriate to content. Items containing material relating to:
- a) a named member of Staff employed or proposed to be employed at the University or its subsidiaries;
 - b) a named Alumni, a Student or a named candidate for admission to the University;
- or
- c) commercial decisions;
- may be designated as confidential. Any other matter which, by reason of its nature, the Board, the Committee or the respective Chair on its behalf, is satisfied should be dealt with on a confidential basis, shall be classed as confidential or commercial in confidence in Minutes and shall be treated as Reserved Business accordingly.
- 10.19 Members of the Board, Senate and their Committees and the Staff shall be bound by the confidentiality of any matter so designated by the Board, Senate or their Committees.

Absence of Chair and Deputy Chair

- 10.20 If both the Chair and Deputy Chair are absent from any Meeting of the Board, the Governors Present shall, before any other business is transacted, choose one of their number, (other than a Governor being Staff or a Student) to preside at the meeting.

11. QUORUM

- 11.1 Pursuant to Article 7, the Quorum for Meetings of the Board shall be eight Members, of whom five shall be Independent Members, or where there are vacancies, the same proportions, as rounded up, of those members eligible to be present.
- 11.2 Pursuant to Article 3.4, the Quorum of the Senate shall be fifteen Members, of which eight must be from those recognised under Articles 3.4.1 and 3.4.2 (see Byelaw 3.3).
- 11.3 The Quorum for any Committee, sub-Committee or Task and Finish Group of the Board or Senate shall be one half (rounded up to the next whole number) of the total number of its Members, unless otherwise defined in terms of reference.
- 11.4 If a Quorum is not present within half an hour from the time appointed for the Meeting, or during a Meeting a Quorum ceases to be present; the Meeting shall be adjourned to such time and place as the Board, the Senate, Committee, sub-Committee or Task and Finish Group (as applicable) shall determine. If however, in the view of the Chair of the meeting, on advice from the Clerk, there are sufficient members present to proceed with business, the meeting may continue on an informal basis with any action agreed being subject to subsequent ratification, by a quorate meeting .
- 11.5 If a Meeting is terminated before all the proposed business has been transacted, a further Meeting shall be convened as soon as it is reasonably practicable.
- 11.6 For the calculation of the Quorum, Presence of Members through Electronic Means shall be permitted pursuant to Byelaw 10.10.

12. VOTING

- 12.1 Pursuant to Article 7.2, Members of the Board and Committees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 12.2 Subject to the provisions of Byelaw 9 (on Conflicts of Interest and Loyalty) and 12.3 and 12.4 below, all decisions to be determined at a Meeting of the Board, Senate or their Committees shall be decided by a majority of the Members Present and voting. Every Member shall have one vote. All such questions shall be put and determined by show of hands or, at the discretion of the Chair, by voices. Votes may be cast for or against or voters may abstain from voting. Through the Chair votes may be cast by those Present by Electronic Means but not at the Meeting in person.
- 12.3 In the case of Senate, the Chair shall judge the consensus and formal voting shall be reserved for items where Members have made a request for a vote.
- 12.4 The Chair or, in his or her absence, the Deputy Chair, or if both are absent, the person chosen to preside at the Meeting, shall have a second or casting vote in the event of an equality of votes.

13. OFFICERS OF THE UNIVERSITY

- 13.1 Pursuant to paragraph 7(1) of the Instrument and Article 6, the following Members, staff and other persons are identified as Officers of the University:
- The Chair of the Board;
 - The Deputy Chair of the Board;
 - The Senior Independent Member;
 - The Chancellor,
 - The Pro Chancellor
 - The Vice Chancellor
 - The Clerk and
 - Senior Post Holders eg The Chief Operating Officer.
- 13.2 Pursuant to paragraph 7(1) of the Instrument and Article 6, the Board shall establish role and person specifications for those designated as Officers of the University. The Board shall approve the designation process used to create new Officers of the University.
- 13.3 Pursuant to paragraph 7(1) of the Instrument and Articles 3.2 and 5, the Senior Post Holders are the Vice Chancellor, the Chief Operating Officer and the Clerk as at May 2013.

14. THE CHAIR OF THE BOARD OF GOVERNORS

- 14.1 There shall be a Chair of the Board appointed by the Board who shall act as required by the Instrument and Articles.
- 14.2 The Chair shall be an Officer of the University and will articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University. The Chair shall be responsible for the leadership of the Board, and its

effectiveness and ultimately to the University and its stakeholders for the stewardship of the University.

- 14.3 The Chair of the Board shall be appointed in accordance with Article 6 using the election procedures in the University Byelaws, Procedures and Guidance Notes.
- 14.4 The Chair of the Board shall be Ex Officio a Member of the Court and shall be responsible for the appointment, support and oversight as appropriate of the Chancellor and the Pro Chancellor.
- 14.5 The Chair of the Board shall carry line management responsibility for the Senior Post Holders and other Officers of the University as appropriate.
- 14.6 The Board shall delegate powers to the Chair as set out in the Board of Governors Scheme of Delegation, the Financial Regulations and under these Byelaws.
- 14.7 The Chair of the Board shall ensure that the members of the Board observe the general Principles of Public Life applicable to all public bodies (the Nolan Principles) and the duties laid upon members as Charitable Trustees are fulfilled. The Chair shall be responsible for the implementation of the Code of Conduct for Governors Officers and Members.
- 14.8 The Chair may resign by notifying the Chair of the Nominations Committee. The Chair's appointment may be terminated early by the Board for good cause, the Chair having had an opportunity to make appropriate written representation to the Board.

15. THE DEPUTY CHAIR OF THE BOARD OF GOVERNORS

- 15.1 There shall be a Deputy Chair of the Board appointed by the Board who shall act as required by the Instrument and Articles.
- 15.2 The Deputy Chair shall be an Officer of the University and will articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University.
- 15.3 The Deputy Chair of the Board shall be appointed in accordance with Article 6 using the election procedures in the University Byelaws, Procedures and Guidance Notes.
- 15.4 The Deputy Chair shall be Ex Officio a Member of the Court.
- 15.5 The duties of the Deputy Chair of the Board shall be established by the Board and require that, in the absence of the Chair of the Board, the powers of the Chair shall devolve to the Deputy Chair.
- 15.6 The Board shall delegate powers to the Deputy Chair as set out in the Board of Governors Scheme of Delegation and under these Byelaws.
- 15.7 The Deputy Chair may resign by notifying the Chair of Board and the Chair of the Nominations Committee. The Deputy Chair's appointment may be terminated early by the Board for good cause, the Deputy Chair having had an opportunity to make appropriate written representation to the Board.

16. THE SENIOR INDEPENDENT MEMBER

- 16.1 There shall be a Member of the Board designated as the Senior Independent Member appointed by the Board who shall act to monitor the effective governance of the University and specifically the operation and effectiveness of the Board.
- 16.2 The Senior Independent Member shall be an Officer of the University and will articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University.
- 16.3 The Senior Independent Member shall be selected using the election procedures in the University Byelaws, Procedures and Guidance Notes and if no nominations for the position are received shall be the Chair of the Audit Committee Ex Officio.
- 16.4 The Senior Independent Member shall be Ex Officio a Member of the Court.
- 16.5 The term of office of the Senior Independent Member shall be for a period of three years and shall not be renewable.
- 16.6 The duties of the Senior Independent Member shall be established by the Board and will include:
- a) monitoring and evaluating annually the processes of governance including the annual effectiveness review, including the review of the Chair and provide summary report to the Board;
 - b) attending other formal meetings in relation to governance, both at the University and externally as necessary; and
 - c) providing advice to the Chair, the Deputy Chair, Vice Chancellor, the Clerk and the members of Board.
- 16.7 The Senior Independent Member may resign by notifying the Chair of the Board. The Senior Independent Member's appointment may be terminated early by the Board for good cause, the Senior Independent Member having had an opportunity to make appropriate written representation to the Board.

17 CHAIR OF AUDIT COMMITTEE

- 17.1 Pursuant to Article 4.2, the Board shall appoint the Chair of the Audit Committee.

18 CHAIRS OF OTHER BOARD COMMITTEES

- 18.1 Pursuant to Article 4, the Chair of the Nominations Committee and the Chair of the Remuneration Committee shall be Ex Officio the Deputy Chair of the Board. The Chair of Independent Members Committee shall be the Chair of the Board. All appointments to other Chairs or Deputy Chairs of Board Committees or Task and Finish Groups are made by the Board and those of Senate Committees by the Chair of Senate.

19 HONORARY TITLES

- 19.1 The Board shall identify persons who honour and support the University and grant them recognition and membership of the Court with the following honorary titles, in line with criteria and procedures approved by the Senate and the Board - namely:

Honorary Fellow of the University.

- 19.2 Pursuant to Article 3.3.1, the Senate shall identify the honorary academic titles to be granted by the University, following proposals from the Honorary Awards Committee having consulted with the Board and in line with criteria and procedures approved by the Senate and the Board.
- 19.3 Those persons proposed for honorary titles shall be considered by the Honorary Awards Committee and recommended to the Board and Senate; honorary titles shall be granted to Honorary Academic Award Holders who satisfy both the Board and the Senate of their merit.
- 19.4 Honorary titles shall 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.

20 ALLOWANCES AND EXPENSES

- 20.1 Pursuant to paragraph 9(1) of the Instrument, no Governor shall receive an allowance in relation to his or her role as a Governor. Governors may claim reasonable expenses associated with their work as governors in line with rules and guidance approved by the Board.

21 ELECTIONS FOR BOARD OFFICERS AND COMMITTEE OFFICERS

- 21.1 The Board shall establish procedures for its elections to Chairs and Deputy Chairs of the Board and its Committees and any other Officers of the Board. The Senate shall establish procedures for its elections to Membership.
- 21.2 Pursuant to Article 6, a Chair and Deputy Chair of the Board shall be elected by the Governors through annual affirmation at the start of the second and third year, having been elected and made commitment to the office for a term of three years. Where so designated as an elected role, the Chair or Deputy Chair of Committees of the Board shall be elected for a three year term of office.
- 21.3 The Chair and Deputy Chair of the Board may be elected for a second term of three years, being subject in each case to an annual renewal process pursuant to Article 6.1. A period of six years shall be the maximum period that a person may hold the office of a Chair or Deputy Chair of the Board.
- 21.4 All Governors, except the Vice Chancellor, the Staff or Student Governors, shall be eligible to be nominated as Chair or Deputy Chair of the Board. All Governors shall be eligible to make nominations and to vote in an election for the Chair or Deputy Chair of the Board.
- 21.5 Any member of Staff or a Student who may be required to withdraw from a meeting of the Board or Senate, shall not be eligible to serve on any Committee of the Board or the Senate, as appropriate, which is considering or determining that matter.

22 FEES

- 22.1 Pursuant to Article 12.1, the Board shall approve the policy on fees as part of the confirmation of budget for the Financial Year and shall approve the final Access Agreement on recommendation from the Vice Chancellor.

23 DELEGATION OF POWERS

Committees

- 23.1 Pursuant to paragraph 8 of the Instrument and Article 4, and subject to Article 4.3, the Board shall delegate such powers as it sees fit to any Committee established pursuant to Byelaw 4. Such delegation shall be defined in the Terms of Reference and approved by the Board when determining such Terms of Reference (see Byelaw 4).
- 23.2 Pursuant to Article 3.7, the Senate shall delegate such powers as it sees fit to any Committee established pursuant to Byelaw 4. Such delegation shall be defined in the Terms of Reference and approved by the Senate when determining such Terms of Reference (see Byelaw 4).

Chair of Board

- 23.3 Pursuant to paragraph 8 of the Instrument and Article 4, and subject to Article 4.3, the Board shall delegate authority to empower the Chair of the Board to take such action as may in his or her reasonable opinion be necessary or desirable in the interests of the University on any urgent matter arising between Meetings of the Board or its Committees. A report of any such action shall be made available to the next Board or Committee Meeting as appropriate. Where deemed appropriate, the Chair shall use Electronic Means to secure Board or Committees authorisation for action. The Chairs of Board Committee are similarly empowered with respect to the work of their Committees.

Chair of Senate

- 23.4 Pursuant to Article 3.3 the Board shall delegate authority to empower the Chair of Senate to take such action as may in his or her reasonable opinion be necessary or desirable in the interests of the University on any urgent matter arising between Meetings of the Senate or its Committees. A report of any such action shall be made to the next available Senate or Committee Meeting as appropriate. Where deemed appropriate the Chair shall use Electronic Means to secure Senate or Committee authorisation for action. The Chairs of Senate Committees are similarly empowered with respect to the work of their Committees.

Vice Chancellor

- 23.5 Pursuant to paragraph 8 of the Instrument and Article 4, and subject to Article 4.3, and in recognition of the direct authority of the actions of the Vice Chancellor under Article 3.2 or 3.3 as Chair of the Senate, the Board shall delegate to the Vice Chancellor the following functions up to certain levels of authority described with the relevant arrangements in the Financial Regulations and provided items are within the budget approved by the Board:
- Acceptance of Tenders - Major Building, Engineering and Refurbishment Works
 - Acceptance of Tenders - Goods, Services and Minor Works
 - Signing of Contracts
 - Instituting Legal Proceedings

- Writing off Bad Debts
- Remission of Fees
- Taking or granting of a lease
- Making Investments

Such delegation shall not occur where the use of the University seal is required (see paragraph 10 of the Instrument and Byelaw 26). In using delegated authority to institute legal proceedings or defend the University against legal proceedings, where costs are likely to exceed the threshold set in the Financial Regulations the Vice Chancellor shall make a report to the Board.

Senate

- 23.6 Pursuant to Article 3.3, the Privy Council in granting degree-awarding powers to the University, confers the overall responsibility for exercise of those powers on the Board and Board shall determine that its powers in this respect shall be exercised by the Senate.
- 23.7 The Board delegates to Senate the function to determine the award of degrees, and honorary degrees, upon individuals, in accordance with the powers conferred upon the University by the Privy Council.
- 23.8 All such degrees shall be conferred in the name of the Board and the Senate of the University.

24 ANNUAL REPORT AND ACCOUNTS/ BUDGETS/ AUDITORS

- 24.1 Pursuant to Articles 12.2, 12.3 and 12.4, the Board shall approve Financial Regulations and Financial Procedures for the purpose of fulfilling its responsibilities over financial stewardship in the Articles, and shall review them annually.

25 BOARD COMMUNICATION

- 25.1 Pursuant to the Articles, the Board, Senate and their Committees shall communicate with the members, the Staff and Students of the University, and other external stakeholders as shown in the following Byelaws.

Publication – Instrument and Articles

- 25.2 Pursuant to paragraph 11 of the Instrument, and paragraph 15 of the Articles, members of the Board shall receive an electronic copy of the Instrument and the Articles which shall also be placed on the University Website.

Publication of Minutes and Papers

- 25.3 Subject to Byelaw 10.18 on confidentiality, a copy of:
- the agenda for every Meeting of the Board and Senate;
 - the signed Minutes of every such Meeting, excluding reserved business; and,
 - any report, document or other paper considered at any such Meeting, excluding confidential materials;

shall, in each case as soon as practicable, be made available at the University for inspection by Students and Staff at the University on request to the Clerk. The approved agendas and the approved Open minutes shall be placed in the public domain through the University's website.

Communication of notices

- 25.4 Any notice or documentation to be given to or by any person pursuant to the Instrument, Articles or Byelaws, shall be in writing or shall be given in Electronic Form. Such notice or documentation shall be delivered either
- personally;
 - by sending it by post in a prepaid envelope addressed to the person at his or her address;
 - by leaving it at the address of the person;
 - by sending it in Electronic Form to the person’s address.
- 25.5 A person who does not register an address with the University or who registers only a Postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the University.
- 25.6 A person present in person at any Meeting of the University shall be deemed to have received notice of the Meeting and of the purposes for which it was called.
- 25.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice and documentation was given. Proof that an Electronic Form of notice and documentation was given shall be conclusive where the University can demonstrate that it was properly addressed and sent.
- 25.8 Notice shall be deemed to be given 48 hours after the envelope containing it was posted; or in the case of an Electronic Form of communication, 48 hours after it was sent.

Consultation

- 25.9 Pursuant to paragraph 13 of the Articles, the Board shall ensure that the composition of the Court, with reference to Byelaw 6, permits the University to consult as appropriate with relevant stakeholders.

26 UNIVERSITY SEAL

- 26.1 Pursuant to paragraph 10 of the Instrument, in addition to the Chair of the Board, the Deputy Chair, and the Chair of the Audit Committee shall be deemed the other Members authorised generally or specially by the Board to act for that purpose.

27 UNIVERSITY PREMISES

- 27.1 Pursuant to Article 12.5, the University premises shall be understood as:
- Park Campus including residences and Thornby and excluding Leathers Conservation Centre;
 - Avenue Campus including residences;
 - The Icon Daventry;
 - The Halls of Residence at St John’s House and St John’s
 - The Podiatry Clinic
 - Waterside Site
 - Uno Buses Service Area - Unit 3 Crofton Court, 11 Owl Close, Moulton Park
 - Northampton Innovation Centre, Town Centre
 - The VC’s residence - Greenfields, 259 Boughton Green Road, and
 - Gallagher Fields.

28 CHANGES TO BYELAWS, POLICIES AND PROCEDURES

28.1 Pursuant to paragraph 14 of the Articles, changes or additions to these Byelaws shall be reviewed as required and annually at the first meeting of the Board in the Academic Year.

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