

Instrument of Government

At the Council Chamber, Whitehall

THE 29TH DAY OF MARCH 1993

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

WHEREAS section 124A(3) and (4) of the Education Reform Act 1988(a) (hereinafter referred to as "the Act") provide that the Privy Council may by Order make an instrument of government of any higher education corporation with respect to which Section 7 to the Act has effect, and that the said instrument of government shall comply with the requirements of Schedule 7A to the Act and may make any provision authorised to be made by the said Schedule 7A and such other provision as may be necessary or desirable:

AND WHEREAS the The Nottingham Trent University higher education corporation is a higher education corporation with respect to which the said Schedule 7 has effect:

NOW, THEREFORE, Their Lordships, in exercise of the powers conferred on Them by the said section 124A(3) are pleased to, and do hereby, make an instrument of government for the The Nottingham Trent University higher education corporation as set out in the Schedule to this Order, which shall come into force forthwith.

N H Nicholls

(a) 1988 C.40; section 124A was inserted by section 71 of the Further and Higher Education Act 1992 (c.13).

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 Nottingham Trent University higher education corporation;

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

"the University" means The Nottingham Trent University conducted by the Corporation;

"the Principal" means the Vice-Chancellor of the University;

"the Academic Board" 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 Corporation Secretary under the Articles;

“the Secretary of State” means the Secretary of State for 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 Principal, unless the person 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 Academic Board 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 purpose 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 the person 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 the person 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 their 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 a 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 are 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 falls 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 the member's term of office:
 - (a) the member's 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 the 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 the member's 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 members 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 Board of Governors may at any time by notice in writing to the Clerk resign from 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 are 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 that member from office; and thereupon the office shall become vacant.
- (4) Where a member of the Board of Governors appointed as an Academic Board 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 period of office to be a member of staff or a student of the University, as the case may be, his office shall thereupon become vacant.

7. OFFICERS

- (1) The Board of Governors shall appoint from among their members a Chairman and any other officers which the Board 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 Chairman 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

ARTICLES OF GOVERNMENT OF THE NOTTINGHAM TRENT UNIVERSITY

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

1. INTERPRETATION

- 1.1 In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on the 29th day of March 1993.

2. CONDUCT OF THE UNIVERSITY

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

3. RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR AND ACADEMIC BOARD

3.1 The Board of Governors

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 for safeguarding their assets;
- 3.1.3 approving annual estimates of income and expenditure;
- 3.1.4 the appointment, performance review, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and of the Clerk;
- 3.1.5 setting a framework for the pay and conditions of service of all other staff.

3.2 The Vice-Chancellor

Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the chief executive of the University, and shall be responsible to the Board of Governors for the conduct of the University including:

- 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, performance review, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff;
- 3.2.4 the determination, after consultation with the Academic Board, 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; and

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.

3.3 The Academic Board

There shall be an Academic Board of the University, whose membership shall be set out in rules or 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 Academic Board shall be the academic authority of the University and in particular responsible for:

3.3.1 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. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;

3.3.2 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 matters; and

3.3.3 advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

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 Academic Board, and may delegate power to such committees or to the Chairman 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;

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

4.3.4 the appointment of the Vice-Chancellor and of the Clerk;

4.3.5 the varying or revoking of these Articles.

5. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

5.1 The Board of Governors shall appoint a Clerk to the Board of Governors, and shall determine the Clerk's functions.

6. PROCEDURES FOR MEETINGS

6.1 The quorum for meetings of the Board of Governors shall be one-third of the actual current membership (rounded up to the next whole number where the calculation of one third does not produce a whole number), with at least half of those present being independent members.

- 6.2 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.
- 6.3 The Board of Governors shall make rules or bye-laws for the appointment of officers who shall include a Chairman and Deputy Chairman, to be appointed from among the independent members, and for the appointment of members.
- 6.4 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.
- 6.5 Procedures for meetings of the Board of Governors, of the Academic Board and of Committees of the Corporation, and procedures in relation to the appointment of members of the Corporation (including in either case quorum and proxies) shall be set out in rules or bye-laws.

7. STAFF AND STUDENTS

- 7.1 The Board of Governors shall make provision with respect to:
- (a) procedures for the discipline, dismissal, suspension and hearing of grievances of staff including the Vice-Chancellor and the Clerk;
 - (b) procedures for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals.
- 7.2 In making provision under sub-paragraph 7.1, the Board of Governors shall have regard to the need to ensure that academic staff of the University shall 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 of losing their jobs or any privileges they may have at the University.
- 7.3 A students' union of the University 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.

8. FINANCIAL MATTERS

- 8.1 The Board of Governors shall keep accounts and records, and appoint auditors.

9. RULES AND BYE-LAWS

- 9.1 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.

10. AMENDMENT OF ARTICLES

- 10.1 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.

11. DATE OF ARTICLES

- 11.1 These Articles shall come into operation on 1 August 2011.