

## INSTRUMENT OF GOVERNMENT OF THE UNIVERSITY OF NORTHUMBRIA AT NEWCASTLE

The Instrument and the accompanying Articles of Government are the legal documents which determine the status of the University, and which define the basis for its operation. Details of how their provisions are to be implemented are set out in the Governance Regulations and Election Regulations. They were approved by the University's Board of Governors on 25 April 2022 and came into effect from 1 August 2022.

Cross-references beginning AG are to the Articles of Government, cross-references beginning GR are to the Governance Regulations, cross-references beginning ER are to the Election Regulations and cross-references beginning AB are to the Election Regulations – Staff Governor Nominated by Academic Board.

1	<b>INTERPRETATION</b>	
1.1	In this Instrument and in the Articles of Government, unless the context otherwise requires, the following expressions shall have the meanings indicated in this paragraph:	
	"Academic Board"	the Academic Board of the University
	"Accountable Officer"	the person, normally the head of the provider, who reports to the OfS on behalf of the provider
	"Articles"	the Articles of Government in accordance with which the activity of the University is conducted
	"Board of Governors"	the members of the Board of University of Northumbria at Newcastle and its charity trustees
	"Independent Member(s)"	members of the Board of Governors who are neither staff nor students at the University
	"Instrument"	this Instrument of Government of the University
	"Internal Members"	members of the Board of Governors who are members of staff or students at the University
	"Co-opted Members"	members of the Board of Governors or its Committees who are appointed by the Board of Governors
	"Principal Powers"	shall have the meaning set out in section 3
	"Regulations"	any rules, bye-laws, standing orders or procedures established by the Board of Governors in order to regulate the conduct of its business or that of the University
	"Primary Regulator"	the Office for Students, a non-departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England or any successor body
	"Secretary"	the person appointed under the Articles to the office of Secretary, or Clerk, to the Board of Governors
	"Holders of Senior Posts"	the Vice-Chancellor and the Secretary to the Board

	<p>“Senior Staff” members of the University Executive and Senior Management Group of the University, falling within the scope of Remuneration Committee for the purpose of base pay and wider remuneration and reward</p> <p>“Staff” both academic and professional support staff employed by the University</p> <p>"Student" a person who is for the time being enrolled as a student at the University including any period when they been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any elected office held by them in the students' union, or who is carrying out the duties of any elected office held by them in the students' union following the completion of their studies.</p> <p>“Students’ Union” the students' union of the University</p> <p>"University" the University of Northumbria at Newcastle, established and operating as a higher education corporation pursuant to the Education Reform Act 1988</p> <p>The Interpretation Act 1978 shall apply for the interpretation of the Instrument as it applies for the interpretation of an Act of Parliament.</p>	
2	<b>OBJECTS</b>	
2.1	The object of the University is to advance education and research for the public benefit.	
3	<b>POWERS</b>	
3.1	<p>The powers of the University are as provided by section 123A of the Education Reform Act 1988 (as amended from time to time) (the "<b>Principal Powers</b>") as follows.</p> <ul style="list-style-type: none"> <li>➤ <i>"to provide higher education;</i></li> <li>➤ <i>to provide further education;</i></li> <li>➤ <i>to provide secondary education suitable to the requirements of persons who have attained the age of 14 years;</i></li> <li>➤ <i>to provide education which is secondary education by virtue of section 2(2B) of the Education Act 1996;</i></li> <li>➤ <i>to participate in the provision of secondary education at a school; and</i></li> <li>➤ <i>to carry out research and to publish the results of the research or any other material arising out of or connected with it in such manner as the University think fit."</i></li> </ul>	
3.2	Pursuant to Section 123B of the Education Reform Act 1988, the University also has the supplementary power do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of	AG3.1

	any of the Principal Powers which shall include, without limitation, the powers set out in the Articles of Government.	
<b>4</b>	<b>MEMBERSHIP OF THE BOARD OF GOVERNORS</b>	
4.1	<p>The Board of Governors shall consist of:</p> <p>4.1.1 the Vice-Chancellor and Chief Executive in accordance with 5.1.4 below;</p> <p>4.1.2 up to thirteen Independent Members;</p> <p>4.1.3 up to three Co-opted Members, and</p> <p>4.1.4 the Internal Members as follows:</p> <p>a. two students nominated by the Students' Union</p> <p>b. one member of academic staff nominated by the Academic Board in accordance with the Election Regulations – Staff Governor Nominated by Academic Board</p> <p>c. one member of academic staff and one member of professional support staff elected by those constituencies in accordance with the Election Regulations</p>	<p>AB5 ff</p> <p>ER5 ff</p>
4.2	The Independent Members must form the majority of the members of the Board of Governors.	
4.3	The Board of Governors shall appoint the Independent Members in accordance with the process set out in the Governance Regulations and ratify the appointment of the Internal Members as being in accordance with the relevant provisions or regulations.	<p>AR6.3</p> <p>GR2.1</p> <p>ER5 ff</p> <p>AB5 ff</p>
4.4	The Board of Governors shall appoint an Independent Member as Chair of the Board of Governors in accordance with the process set out in the Governance Regulations.	GR2.3
4.5	Members of the Board of Governors shall commit to the seven principles of public life (Nolan Principles) and obligations of confidentiality and good faith towards the University.	
<b>5</b>	<b>TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS</b>	
5.1	<p>The Board of Governors shall determine the periods of office of the Independent Members, the Co-opted Members and the Internal Members, provided that such terms do not exceed those prescribed or endorsed by the Regulator. Such members shall hold and vacate office in accordance with the terms of their appointment as follows:</p> <p>5.1.1 Independent Members and Co-opted Members shall serve a maximum of three times three-year terms of office. A Co-opted Member who has previously served three terms of office as an Independent Member shall be eligible to serve one further three-year term only on one of the Board's Committees;</p> <p>5.1.2 Elected and nominated staff governors (see 4.1.4b and c) shall serve a maximum of two times three-year terms of office, to be served consecutively in accordance with the Governance Regulations;</p> <p>5.1.3 Nominated student governors shall serve a maximum of two times one-year terms in accordance with the regulations of the Students' Union;</p> <p>5.1.4 The Vice-Chancellor shall be a member of the Board of Governors ex officio for as long as they hold that position.</p>	GR2.6

	The Board of Governors may in exceptional circumstances extend the terms of office under 5.1.1 beyond nine years if this is necessary for the effective governance of the University.	GR2.5
5.2	A member of the Board of Governors may at any time by notice in writing to the Secretary or the Chair resign their office, which will become vacant from the date of receipt of the notice or date of resignation specified in the notice (whichever shall be the later).	
5.3	<p>If at any time the Board of Governors is satisfied that any member of the Board of Governors:</p> <p>5.3.1 has been absent from meetings of the Board of Governors for a period of six months or three consecutive meetings without reasonable justification or the permission of the Chair of the Board of Governors;</p> <p>5.3.2 is unable or unfit to discharge the functions of a member; or</p> <p>5.3.3 is not 'fit and proper' to act in such capacity as determined by criteria set by the Regulator,</p> <p>The Board of Governors may by notice in writing remove that member from office, and the office shall become vacant upon delivery of the notice. The vacancy will then be filled in accordance with section 4.3 above.</p>	GR2.1
5.4	Where an Internal Member ceases before the end of their period of office to be a member of staff or a student of the University (as the case may be) their office shall become vacant at the same time. The vacancy will then be filled in accordance with section 4.3 above.	GR2.4 ER4.4
6	<b>OFFICERS</b>	
6.1	The Board of Governors shall appoint from among its Independent Members in accordance with the Governance Regulations and on the recommendation of Nominations Committee a Deputy Chair and a Senior Independent Governor; the roles of these officers are set out in the Governance Regulations.	GR2.3
7	<b>COMMITTEES</b>	
7.1	The Board of Governors shall establish Committees as required or endorsed by the Primary Regulator, in accordance with accepted sector best practice or at its discretion to support the conduct of the University, and permit such committees to co-opt persons who are not members of the Board of Governors.	GR5
8	<b>MEMBERS ALLOWANCES, BENEFITS AND REMUNERATION</b>	
8.1	The Board of Governors shall determine any remuneration, allowances or other benefits to be paid to members of the Board of Governors.	GR4
8.2	<p>The University may, and may only, confer benefits on members of the Board of Governors if the benefit has been authorised by the Board of Governors in accordance with the Governance Regulations, which must comply with the Charity Commission's guidelines. In this paragraph, "benefit" includes:</p> <p>(a) buying any goods or services from the University;</p> <p>(b) selling goods, services or any interest in land to the University;</p> <p>(c) being employed by, or receiving any remuneration from the University;</p> <p>(d) receiving any other financial benefit from the University.</p>	

9	<b>SEAL</b>	
9.1	The application of the seal of the University shall be authenticated by the signatures of any two members of the Board of Governors, at least one of whom must be an Independent Member, on appropriate legal advice or on the advice of the Secretary. A register of sealings shall be maintained by the University and execution under the seal should be reported to the next meeting of the Employment and Finance Committee.	
9.2	The Secretary shall ensure that the University Seal is held under secure arrangements.	
10	<b>AMENDMENTS TO THE INSTRUMENT OF GOVERNMENT</b>	
10.1	The University may vary, replace or revoke this Instrument of Government in accordance with the requirements set out in the Articles of Government, provided that such changes would not result in the University ceasing to be a charity.	
11	<b>DATE OF INSTRUMENT</b>	
11.1	This Instrument is dated 25 April 2022 and shall come into operation on 1 August 2022.	
11.2	The Instrument shall routinely be reviewed every three years, with the next reviewed version coming into operation on 1 August 2025 and on every third anniversary thereafter. Amendments to the Instrument will also be made if required by changes in internal arrangements or external requirements, and will be submitted to Nominations Committee for endorsement and Board of Governors for approval.	