



# **University of Wolverhampton**

## **Instrument of Government**



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UNIVERSITY OF WOLVERHAMPTON

INSTRUMENT OF GOVERNMENT

**1. INTERPRETATION**

1.1 In this Instrument, unless the context otherwise requires, the following expressions shall have the meanings indicated in this paragraph:

- “Academic Board” means the Academic Board of the University
- “the Act” means the Education Reform Act 1988 as amended from time to time
- “Articles” means the Articles of Government in accordance with which the University is conducted
- “Benefit” means any payment of money or the provision or other application of any other direct or indirect benefit in money or money’s worth
- “Board of Governors” means the members of the board of the University of Wolverhampton and its charity trustees of the Corporation
- “Corporation” means The University of Wolverhampton Higher Education Corporation
- “Independent Member(s)” means members of the Board of Governors who are neither staff nor students at the University
- “Instrument” means the Instrument of Government of the Corporation
- “Internal Member(s)” means members of the Board of Governors who are members of staff or students at the University
- “Principal Powers” shall have the meaning set out in section 3.1
- “Regulations” means any rules, byelaws or procedures established by the Board of Governors in accordance with the Articles in order to regulate the conduct of its business or that of the University
- “Regulator” means the Office for Students, the non-departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England and any successor body
- “Secretary” means the person appointed under the Articles to the office of

Secretary, or Clerk, to the Board of Governors

“Staff” means both academic and professional services staff employed by the University

“Student” means a person who is for the time being enrolled as a student at the University including any period when they have been granted leave of absence from the University for the purpose of study or travel or for carrying out the duties of any elected office held by them in the students’ union

“Students’ Union” means the students’ union of the University

“University” means the The University of Wolverhampton established as a higher education corporation pursuant to the Education Reform Act 1998

“Vice Chancellor” means the Chief Executive of the University and Accountable Officer

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

## 2. OBJECTS

2.1 The object of the University is to advance education and research for the public benefit by carrying out, conducting and developing the university by promoting teaching and research.

## 3. PRINCIPAL POWERS

3.1 The powers of the University are as provided by section 123A of the Education Reform Act 1988 (as amended from time to time) (the “Principal Powers”)

Note: these are as follows:

- “to provide higher education;
- to provide further education;
- to provide secondary education suitable to the requirements of persons who have attained the age of 14 years;
- to provide education which is secondary education by virtue of section 2(2B) of the Education Act 1996;
- to participate in the provision of secondary education at a school; and

- 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.”

3.2 Pursuant to Section 123B of the Education Reform Act 1988, the University also has the supplementary power to do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of any of the Principal Powers which shall include, without limitation, the powers set out in the Articles of Government.

#### **4. MEMBERSHIP OF THE BOARD OF GOVERNORS**

4.1 The Board of Governors shall consist of no fewer than thirteen Governors and no more than twenty-four Governors and shall comprise:

4.1.1 Independent Members;

4.1.2 the Vice Chancellor, acting ex-officio (unless they choose not to be a member);

4.1.3 One Academic Governor;

4.1.4 One Professional Services Governor;

4.1.5 Two Student Governors who shall be the President of the Students’ Union acting ex officio and the Vice President Academic acting ex officio; and

4.1.6 Co-opted members nominated by the members of the Board of Governors who are not co-opted members.

4.2 The Vice Chancellor shall be a member of the Board acting ex-officio (unless they choose not to be a member) and shall serve in the capacity of a non-voting member of the Board, such person having all rights of a Board member other than the right to vote on or consent to any matter before the Board of Governors.

4.3 The Board of Governors shall determine and prescribe in Regulations its membership numbers and composition, provided always that the Independent Members must form the majority of the members of the Board of Governors.

4.4 The Board of Governors shall prescribe in Regulations the appointment process of its Independent and Internal Members.

4.5 The Board of Governors shall appoint the Independent Members, the Internal Members and Co-opted Members.

4.6 No person shall be appointed as an Academic Governor, Professional Services Governor or Student Governor unless and until their appointment has been

confirmed by a resolution of the Board passed in accordance with any Regulations made by the Board for that purpose.

## **5. ELIGIBILITY**

- 5.1 No person who is or becomes employed by the University (except the Vice Chancellor, the Academic Governor or the Professional Services Governor) shall be eligible to be a Governor unless the Board resolution determines otherwise and for the avoidance of doubt, the eligibility of any person for appointment as a Governor in accordance with this paragraph 5.1 shall be determined by the Board at its absolute discretion.
- 5.2 A student is not eligible for appointment as a Governor except as a Student Governor.
- 5.3 No person shall be eligible to hold office as a Governor unless they also meet all the requirements to hold office as a charity trustee and the Office for Students Fit and Proper criteria.

## **6. TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS**

- 6.1 The Board of Governors shall determine and prescribe in Regulations the periods of office of the Independent Members and the Internal Members, provided that such terms do not exceed those prescribed by the Regulator. Such members shall hold and vacate office in accordance with the terms of their appointment.
- 6.2 A member of the Board of Governors may at any time, by notice in writing to the Secretary, 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).

## **7. DISQUALIFICATION**

- 7.1 A Governor's term of office terminates if they:
- 7.1.1 are not 'fit and proper' to act in such capacity as determined by criteria set by the Regulator;
  - 7.1.2 in the case of the Vice Chancellor, the President of the Students' Union and the Vice President Academic of the Students' Union, they cease to hold their office;
  - 7.1.3 in the case of the Academic Governor and the Professional Services Governor they cease to be employed by the University;

- 7.1.4 are or have been convicted of an offence and the Board resolves that it is undesirable, in the interests of the University, that they remain a Governor;
- 7.1.5 are removed by a resolution of a simple majority of the Governors (provided that any Governor who is the subject of a resolution for removal shall be excluded from voting);
- 7.1.6 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.

## 8. OFFICERS

- 8.1 The Board of Governors shall appoint from among their own number a Chair, Deputy Chair(s) Senior Independent Governor, and any other officers which the Board of Governors may determine.
- 8.2 The Board of Governors shall determine and prescribe in Regulations the period of office for the Chair, Deputy Chair(s) and Senior Independent Governor.
- 8.3 A member of the Board of Governors who is employed at the University or who is a student of the University is not eligible for appointment as Chair, Deputy Chair(s) or Senior Independent Governor.

## 9. COMMITTEES

- 9.1 The Board of Governors may establish a committee for any purpose or function.
- 9.2 The Board of Governors shall establish:
  - 9.2.1 An Audit Committee;
  - 9.2.2 A committee to determine and advise the Board on matters remitted to it by the Board relating to employment policy, in respect of staff other than those for whom the Board has direct responsibility; and
  - 9.2.3 A committee to determine and advise the Board on matters remitted to it by the Board relating to financial policy.
- 9.3 The Board of Governors shall determine the terms of reference of every committee established by the Board of Governors.

9.4 The Board of Governors shall determine the number of members of every committee established by the Board of Governors and the terms of which they are to hold and vacate office.

9.5 Such Committees may include persons who are not members of the Board of Governors.

**10. MEMBERS ALLOWANCES and BENEFITS**

10.1 The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

**11. SEAL**

11.1 The application of the seal of the University shall be authenticated by the signatures of any two members of the Board of Governors, one of whom must be an Independent Member.

11.2 The University Seal shall be held under secure arrangements by the Secretary (Chief Operating Officer and University Secretary).

**12. AMENDMENTS TO THE INSTRUMENT OF GOVERNMENT**

12.1 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.

**13. DATE OF INSTRUMENT**

13.1 This Instrument is dated 30 November 2022 and shall come into operation on 30 November 2022.