

Instrument of Government

IN EXERCISE OF THE POWERS CONFERRED BY SECTION 129A OF THE EDUCATION REFORM ACT 1988 THE UNIVERSITY COUNCIL OF BISHOP GROSSETESTE UNIVERSITY (HEREINAFTER REFERRED TO AS "THE UNIVERSITY ") BEING THE UNIVERSITY OF THE CHARITY OF THE SAME NAME MAKES THE FOLLOWING INSTRUMENT OF GOVERNMENT:

1. INTERPRETATION

In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph -

"Senate"	means the Senate of the University constituted in accordance with the Articles;
"the Academic Staff"	means the Academic Staff of the University;
"the Act"	means the Education Reform Act 1988 as amended;
"the Articles"	means the Articles of Government in accordance with which the University is conducted;
"the Audit Committee" the University Council ;	means a specific committee of Members appointed by
"the Charity"	means the Bishop Grosseteste University regulated by the Scheme and the Articles and this Instrument;
"the Church of England"	includes a Church in communion with the Church of England;
"Committee"	means a committee appointed by the University Council;
"the Education Acts"	means the Education Acts as defined in section 578 of the Education Act 1996 and includes any regulations made under the Education Acts;
"the Governors or University Council"	means the Council of the University constituted as the Council of the University in accordance with the Instrument of Government;
"Vice-Chair"	means the Vice-Chair of the University Council;
"the Funding Council"	means the Higher Education Funding Council for England;
"Member(s)"	also referred to as 'Governor(s)' means a member or members of the Council of the University;
"the Governance and Nominations Committee"	means a committee appointed by the University Council for the nomination and appointment of the co-opted Members;
"Chair"	means the Chair of the University Council;
"the Scheme"	means the Scheme of the Charity Commissioners dated 30 September 2012;

"the Clerk"	means the person to act as Clerk to the University Council;
"the Staff"	means a member of the Staff at the University whether a member of the Academic or Support Staff;
"Teaching Staff Member"	means a member of Academic Staff appointed as a Member of the University Council;
"Non-Teaching Staff Member"	means a member of Support Staff appointed as a Member of the University Council
"Student(s)"	means a Student or Students duly enrolled at the University;
"Student Member"	means the President for the time being of the Students' Union of the University and one other Student elected by the Students of the University;
"the Students' Union"	means an association of the Students formed to further the educational purposes of the University and the interests of the Students;
"Professional Support Staff"	means a member of the Staff other than a member of the Academic Staff;
"the University "	means Bishop Grosseteste University ;
"the Vice-Chancellor"	means the Vice-Chancellor and Chief Executive of the University.

2. NAME AND LOCATION OF THE DESIGNATED INSTITUTION

- 2.1 The Institution shall be called Bishop Grosseteste University. The University Council may by resolution change the name of the University with the consent of the Privy Council.
- 2.2 Subject to or in accordance with the Scheme, the University shall be maintained in buildings provided in or near Lincoln for the purposes of a University conducted in accordance with the provisions of the Education Acts and any Instrument and Articles of Government applying to the University the character of it being a Church of England University.

3. MEMBERSHIP OF THE UNIVERSITY COUNCIL

- 3.1 The University Council shall consist when complete of twenty-four competent persons being:
 - 3.1.1 The Bishop of Lincoln, who may nominate a representative for one or more meetings of the Council;
 - 3.1.2 The Vice-Chancellor of the University;
 - 3.1.3 The Deputy Vice-Chancellor (Strategy and Performance) of the University
 - 3.1.4 The Deputy Vice-Chancellor (Academic) of the University
 - 3.1.5 Three persons appointed by the Diocesan Council of the Diocese of Lincoln or any successor body;
 - 3.1.6 One person from another higher education institution appointed by the Governors;

- 3.1.7 One member of the University's Teaching staff elected by the Teaching staff in accordance with rules established from time to time by the Governors;
 - 3.1.8 One member of the University's Non-Teaching Staff elected by the Non-Teaching staff in accordance with rules established from time to time by the Governors;
 - 3.1.9 Two member representatives of the students of the University, one being the President of the Students' Union as defined in paragraph 1 of the Instrument of Government, and one being elected by the students in accordance with rules established from time to time by the Governors, and approved under paragraph 9.1 of the Articles of Government;
 - 3.1.10 Twelve members co-opted by the Governors under the procedure set out at paragraphs 3.4, 3.5 and 3.6.
- 3.2 A person (other than a person appointed in pursuance of sub-paragraphs 3.1.2, 3.1.3, 3.1.4, 3.1.7, 3.1.8 and 3.1.9) who is:
- 3.2.1 employed at the University: or,
 - 3.2.2 a full-time student at the University
- is not eligible for appointment as a Member of the University Council.
- 3.3 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 he or she 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 or her in the Students' Union at the University
- 3.4 Subject to sub-paragraphs 3.5, 3.6 and such rules as the Governors shall from time to time promulgate on the matter, the Governors shall co-opt twelve Members.
- 3.5 In co-opting Members to the University Council it must ensure that it maintains a membership whereby a majority of the Members are communicant members of the Church of England such majority deemed to include the Vice-Chancellor and the Diocesan Council nominees (being appointments by an Anglican Foundation) and that a majority of Members also have experience of or capacity in industrial, commercial or employment matters or in the practice of any profession.
- 3.6 No co-opted Member shall be appointed unless his or her appointment has been recommended by the Governance and Nominations Committee of the University Council.

4. APPOINTMENT OF MEMBERS OF THE UNIVERSITY COUNCIL

The University Council shall be composed of communicant members of the Church of England and non-communicant members. The communicant members of the Church of England shall form the majority of the Members of the University Council in order that the established character of the University so far as is practicable is preserved and developed in accordance with the Trust Deed of the University made by the Right Honourable Robert Nisbit Hamilton and Sir Charles Anderson to the Trustees as modified by the Scheme.

5. GOVERNANCE AND NOMINATIONS COMMITTEE

- 5.1 There shall be a Governance and Nominations Committee consisting of six Members of the Governors, comprising:
- The Vice-Chancellor
 - A Staff Governor (to be selected by University Council)

- 4 other Members of the Governors other than Staff or Student Members (normally including the Chair of the University Council)

If the Chair of the University Council is a Member, he/she will normally also be Chair of the Committee.

The quorum for this Committee shall be three Members one of whom should be the Chair. There shall be no provision for proxies. Should the Chair not be present the Committee may appoint a Chair to act in his or her place.

- 5.2 Every co-opted Member shall be recommended to the Governors by a duly constituted meeting of the Governance and Nominations Committee and thereafter if the Governors so resolve appointed to the University Council.
- 5.3 The Governance and Nominations Committee shall advise Governors about the membership of sub-committees of the University Council other than the Governance and Nominations Committee itself.
- 5.4 The Governance and Nominations committee shall advise Governors about Governor and Governance and Governor effectiveness issues.
- 5.5 The Clerk shall be responsible for giving notice of the meetings of the Governance and Nominations Committee.

6. TENURE OF OFFICE OF MEMBERS OF THE UNIVERSITY COUNCIL

- 6.1 Except as provided in sub-paragraphs 6.2, 6.3 and 6.4, each Member of the University Council shall hold office for an initial term of four years and thereafter shall be eligible for re-appointment except that no Governor shall serve for more than two consecutive terms. Nothing in this clause shall debar a Member from appointment to the University Council if a vacancy occurs in future years.
- 6.2 The Chair of the University Council as appointed in paragraph 9 shall hold office for an initial term of three years and thereafter shall be eligible for re-appointment for one further term. If the appointed Chair of University Council is already a Governor, the initial term of office under this paragraph starts from the date of appointment as Chair of the University Council.
- 6.3 The Bishop of Lincoln shall hold office throughout his tenure of the See and the Vice-Chancellor shall hold office as a Governor so long as he or she is the Vice-Chancellor. The President of the Students' Union shall hold office as a Governor so long as he or she is the President.
- 6.4 The elected staff member as provided in sub-paragraph 3.1.6 and the second Student Member elected as provided in sub-paragraph 3.1.8 shall hold office in accordance with rules established from time to time by the Governors.
- 6.5 Any Governor who has been absent from meetings of the Governors for a period longer than twelve consecutive months except for a reason approved by the Governors shall cease to be a Governor and the office shall thereupon become vacant.
- 6.6 Any Governor who is judged by the Governors to be unable or unfit to discharge the functions of a Member by the Governors shall cease to be a Governor and the office shall thereupon become vacant.
- 6.7 Where a Staff or Student Member ceases to be a member of Staff or Student of the University his or her appointment as a Member shall terminate forthwith and the office shall become vacant.

6.8 A Member may at any time by notice in writing to the Secretary resign his or her office, which will thereupon become vacant from the date of receipt of the notice or date of his or her resignation specified therein whichever shall be the later.

6.9 Where a vacancy occurs the Clerk shall advise the persons responsible.

7. DECLARATION BY MEMBERS

No person shall be entitled to act as a Governor until he or she has signed a declaration of willingness to administer the University in accordance with the Instrument and Articles of Government thereof.

8. VACANCIES

Upon the occurrence of a vacancy the Governors shall cause a note thereof to be entered in the minute book of the Governance and Nominations Committee at its next meeting. Every vacancy to be filled by appointment shall be notified as soon as possible to the proper appointing person or body. Any competent Member may be re-appointed subject to the requirement of paragraph 6.1 above.

9. OFFICERS

The first Chair of the University Council under this Instrument of Government shall be the current Chair at the date of its adoption. Thereafter the Governors shall appoint a Chair in accordance with rules established from time to time by the Governors and shall, at their first meeting in each academic year, elect a Vice-Chair from among themselves who shall be eligible for re-election.

If at any meeting neither the Chair nor the Vice-Chair are present within ten minutes after the time appointed for holding the same or there is no Chair nor Vice-Chair, the Members present shall choose one of their number except for Staff or Student Members as aforesaid to be Chair of the meeting.

10. ALLOWANCES

The Governors shall determine any expenses to be paid to Members of the University Council.

11. VALIDITY OF PROCEEDINGS

The validity of any proceedings of the University Council or of any Committee of the University Council shall not be affected by a vacancy amongst the Members or by any defect in the appointment or nomination of a Member.

12. ADJOURNMENT OF MEETINGS

If at any time appointed for a meeting, a sufficient number of Members to form a quorum is not present, the meeting shall stand adjourned sine die and a special meeting shall be summoned as soon as conveniently possible. The Members present may choose to hear and comment upon any item of business, but any decision must stand deferred until the next quorate meeting. Any meeting may be adjourned by resolution.

13. DELEGATION OF FUNCTIONS AND COMMITTEES

13.1 The Governors may establish Committees for any purpose or function (other than those specifically assigned elsewhere in this Instrument or the Articles) if in the University Council's opinion such purpose or function would be more efficiently

undertaken by a Committee. All acts and proceedings of a Committee shall be fully reported to the Governors at the next convenient meeting of the Governors.

13.2 The Governors shall establish Governance and Nominations, Remuneration, Audit and Selection Committees as well as a Committee to determine or advise the Governors on such employment and financial matters as the Governors may remit to it. The members of the committees shall be drawn from the Governors which with the following exceptions will not contain Staff or Student Members, save that any Committee shall have power to co-opt a minority of its members from outside the University Council subject to the approval of that body.

- Governance and Nominations Committee: The Vice-Chancellor is a Member and one Staff Governor is a Member
- Selection Committee: The Vice-Chancellor will normally be a Member except where the vacancy being discussed is that of Vice-Chancellor /Chief Executive, when he or she shall not normally be a Member.
- Committee determining or advising on such as employment and financial matters: The Vice-Chancellor will normally be a Member

13.3 The Remuneration Committee shall advise Governors about the remuneration and terms and conditions of employment of Holders of Senior Posts including the Vice-Chancellor.

13.4 The Audit Committee shall advise Governors about reports from internal and external auditors, risk management, and related matters.

13.5 The Selection Committee shall conduct interviews for Senior Posts including the Vice-Chancellor and to advise Governors about appointments to Senior Posts including the Vice-Chancellor.

13.6 In addition to those matters specifically assigned elsewhere in this Instrument or the Articles the University Council shall not delegate the following matters:

- 13.6.1 pursuit of the charitable object and the determination of the educational character and mission of the University;
- 13.6.2 the approval of the annual estimates of income and expenditure;
- 13.6.3 ensuring the solvency of the University and the safeguarding of its assets;
- 13.6.4 the process of appointment or dismissal of the Vice-Chancellor;
- 13.6.5 the varying or revoking of this Instrument or the Articles.

13.7 Any committee to which purposes or function are delegated shall inform the Governors fully and promptly of any action taken under such authority.

14. APPOINTMENT OF CLERK TO THE UNIVERSITY COUNCIL

The University Council shall appoint a Clerk to act as their secretary. The Clerk to the Governors may not be a Member of the University Council. The Governors may dismiss the Clerk to the University Council from that office by means of a resolution.

15. VOTING

15.1 There shall be a quorum when ten Governors, of whom at least six shall not be members of the University's staff or student body, are present at a meeting. In the event that the meeting is inquorate the Members shall defer all decisions to the next meeting. No decision shall be deferred more than once under this provision.

15.2 Members shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

15.3 Subject to clause 15.1 every matter shall be determined by the majority of the Governors present and voting on the question.

In the case of equality of voting the Chair of the meeting shall have a second or casting vote.

16. APPOINTMENT OF PROXIES

Governors may not appoint proxies from among the other Governors to vote in their place.

17. ACCESS TO THE PAPERS OF THE UNIVERSITY COUNCIL OR ITS COMMITTEES

17.1 Information relating to meetings of the Governors shall be accessible for inspection by staff and students of the University. The Clerk to the University Council shall make available on the University website copies of the papers and minutes relating to Governors' meetings, except material which relates to named staff or students or which the Governors or the appropriate Committee consider to be confidential.

18. NOTICE OF MEETINGS

18.1 The schedule of meetings and period of notice required for convening ordinary meetings of the University Council in any academic year will be determined no later than at the last meeting of the University Council in the preceding academic year. Governors shall meet no less than once each term.

18.2 The period of notice required for convening an extraordinary meeting of the University Council shall be not less than seven working days.

18.3 Subject to clause 15.1 an extraordinary meeting of the University Council may be called by the Chair or by any two Governors.

19. DECLARATION OF INTERESTS AND CIRCUMSTANCES REQUIRING THE WITHDRAWAL OF MEMBERS

The University shall maintain a register of interests of Members and Holders of Senior Posts (as defined in the Articles). Except as provided elsewhere in this Instrument and Articles a Governor shall withdraw from that part of the meeting of Governors or a Committee of the Governors at which there is to be discussed any matter in which he or she has any pecuniary, family or personal interest, following his or her declaration of interest to the meeting. The Vice-Chancellor shall withdraw from any meeting where his or her own position is being considered. However, the University Council may consider and vote upon proposals for the University to insure Members against liabilities incurred by them arising out of their office including the payment of any premium by the University. No Governors may hold any interest in property belonging to the University otherwise than as a trustee for the purpose thereof or receive any remuneration or be interested in the supply of works or goods at the cost of the University except that Staff Members including the Vice-Chancellor and the Deputy Vice-Chancellors may receive salaries or other emoluments in respect of their employment with the University and Student Members may receive scholarships, grants, other awards and salaries for employment as sabbatical officers.

20. PARTICIPATION IN MEETINGS

20.1 Unless invited by a resolution of the other Governors present at the meeting to remain, any staff Governors shall withdraw from that part of any meeting of the

Governors or of any Committee of the Governors at which a named member of staff or prospective member of staff is being considered.

- 20.2 A Staff Member shall not take part in that part of any meeting of the University Council or any Committee at which his or her remuneration, promotion, suspension, dismissal or retirement is being considered.
- 20.3 A Staff Member to whom notice of the termination of his or her contract with the University has been given or received shall withdraw from that part of any meeting of the University Council at which the termination of his or her contract or the appointment of his or her successor is being considered.
- 20.4 Any Student Member shall withdraw from that part of any meeting of the University Council at which is being considered:
- 20.3.1 the conditions of service, appointment, promotion, suspension or dismissal of any member of the Staff of the University; or
 - 20.3.2 his or her own exclusion, withdrawal, suspension or expulsion from the University;
 - 20.3.3 any business relating to a named student or prospective student;
 - 20.3.3 any other matter which the University Council (in its absolute discretion) consider would not be in the best interests of the University to be transmitted to the Students at that time.

21. MINUTES AND ACCOUNTS

A minute book and books of accounts shall be provided and kept by the University. Statements of account in relation to the University shall be prepared and transmitted to the Charity Commission in accordance with the provisions of the Charities Act 2011 except insofar as the University is exempted by order or regulation.

22. GENERAL POWER TO MAKE REGULATIONS

Within the limits prescribed by this Instrument the Governors shall have full power from time to time to make regulations for the management of the University and for the conduct of their business including the summoning of meetings, the deposit of money at a proper bank and the custody of documents.

23. COPIES OF THE INSTRUMENT OF GOVERNMENT

A copy of this Instrument, and any rules or bye-laws, shall be given to every University Council Member and shall be available for inspection upon request to every member of Staff and every Student.

24. AMENDMENT OF INSTRUMENT OF GOVERNMENT

This Instrument of Government may be amended or replaced from time to time by resolution of the University Council subject to the approval of the Privy Council or as required by the Privy Council, in accordance with the provisions of Section 129A of the Education Reform Act 1988.

CHAIR OF THE UNIVERSITY COUNCIL:

R. R. Marx

VICE-CHANCELLOR OF THE UNIVERSITY:

Mr. S. Hill

CLERK TO THE UNIVERSITY COUNCIL :

[Signature]

DATED:

17/4/14
