

INSTRUMENT OF GOVERNMENT

NORWICH UNIVERSITY OF THE ARTS

**NORWICH UNIVERSITY OF THE ARTS
HIGHER EDUCATION CORPORATION**

INSTRUMENT OF GOVERNMENT

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 Norwich University of the Arts higher education corporation;

“the Council” means the Board of Governors of the University who are the members of the Corporation;

“the University” means the Norwich University of the Arts conducted by the Corporation;

“the Vice-Chancellor” means the Principal of the University;

“the Senate” means the Academic Board of the University constituted in accordance with the Articles;

“the Chancellor” means the Chancellor of the University;

“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 the Clerk to the Council 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 Council, 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 Council may, by resolution, change the name of Corporation, with the consent of the Privy Council.

3 MEMBERSHIP OF THE COUNCIL

- 1) The Council 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 Vice-Chancellor, unless he chooses not to be a member;
 - c) The Chancellor shall not be a member of the Council
- 2) Of the appointed members:
 - a) Up to thirteen shall be independent members;
 - b) Up to two may be teaching staff of the University nominated by the Senate;
 - c) Up to two may be students of the University nominated by the students one of which will normally be the elected Students' Union President.
 - d) At least one and not more than nine shall be co-opted members nominated by the members of the Council who are not co-opted members; and
 - e) At least one co-opted member shall be a member of the professional services staff of the University nominated by the Senate.
- 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)(d) 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 student at the University, or
 - c) an elected member of any local authority,is not eligible for appointment as a member of the Council otherwise than as a co-opted member.
- 6) For the purposes of this paragraph, a person who is not for the time being enrolled as a student of the University shall be treated as such a student during any period when he 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 in the student's 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 Council of any description or category.

4 DETERMINATION OF MEMBERSHIP NUMBERS

- 1) The Council shall make a determination with respect to its membership numbers.
- 2) Such a determination shall fix the number of members of each variable category of which the Council 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 Council shall secure that at least half of all the members of the Council, 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 Council at the time when it takes effect,
- 5) Such a determination may be varied by a subsequent determination.

5 APPOINTMENT OF MEMBERS OF THE COUNCIL

- 1) Subject to the provisions of section 124C of the Act, no appointment of members of the Council may be made before the first determination of the membership in accordance with paragraph 4(1) above takes effect.
- 2) The Council is the appointing authority in relation to the appointment of any member of the Council other than an independent member.
- 3) Where an appointment of an additional independent member of the Council fails 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 Council 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 Council
- 4) Where a vacancy in the office of an independent member of the Council arises or any existing independent member ceasing to hold office on the expiry of his term of office:
 - a) his 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 his successor:
 - (i) shall be the Council 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 Council.
- 5) Where a vacancy in the office of an independent member of the Council arises on the death of any such member or on any such member ceasing to hold

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office in accordance with the Instrument, the appointing authority in relation to the appointment of his successor:

- a) shall be the Council 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 member of the Council.
- 6) No appointment of an independent member of the Council by the Council in accordance with sub-paragraphs 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 Council.
- 7) If the number of independent members of the Council 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 COUNCIL

- 1) The Council 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 term 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 Council may at any time by notice in writing to the Clerk resign his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be later.
- 3) If at any time the Council is satisfied that any member of the Council:
 - a) has been absent from meetings of the Council for a period of twelve months without the permission of the Council; or
 - b) is unable or unfit to discharge the functions of a member,the Council may by notice in writing to that member remove him from office; and thereupon the office shall become vacant.
- 4) Where a member of the Council appointed as an Senate nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Council, 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 Council shall appoint from among their members a Chair and any other officers, which the Board may determine.

8 COMMITTEES

- 1) The Council may establish committees and permit such committees to include persons who are not members of the Council.

9 CHANCELLOR

- 1) The Council may appoint a Chancellor, upon nomination by the Vice-Chancellor and subject to the approval of the Council;
- 2) The Chancellor shall not be appointed as a member of the Council, either as an independent member or as a co-opted member.
- 3) The Council shall determine the period of office of the Chancellor. A person appointed as Chancellor shall hold and vacate office in accordance with the term of their appointment and shall, on completion of their period of office, be eligible for reappointment;
- 4) The title of Chancellor shall be an honorary title. The Chancellor shall act as the ceremonial head of the University, presiding at official events of the University, and as ambassador for the University with an advocacy role representing and promoting the University to the wider community;
- 5) A person appointed as Chancellor shall become eligible for appointment as a member of the Council upon ceasing to be Chancellor in accordance with paragraph 5(1) to 5(7) above;
- 6) If at any time the Council is satisfied that the person appointed as Chancellor is unable or unfit to discharge the functions of the Chancellor, it may remove that person from office at which point the role of Chancellor shall become vacant.

10 ALLOWANCES

- 1) The Council shall determine any allowances to be paid to members of the Council.

11 SEAL OF CORPORATION

- 1) The application of the Seal of the Corporation shall be authenticated by the signature of the Chair of the Council or some other member authorised generally or specifically by the Council to act for that purpose together with that of any other member of the Council.
- 2) The Corporation Seal shall be held under secure arrangements by the Clerk.

12 COPIES OF INSTRUMENT OF GOVERNMENT

- 1) Copies of the Instrument of Government shall be provided to each member of the Council.