

## **INSTRUMENT AND ARTICLES OF GOVERNMENT**

### **INTERPRETATION**

1. In this document, the following words and expressions shall have the following meanings:
  - 1.1 "the Academic Board" means the Academic Board of the University;
  - 1.2 "Benefit" includes:
    - 1.2.1 buying any goods or services from the University on preferential terms;
    - 1.2.2 selling goods, services, or any interest in land to the University;
    - 1.2.3 being employed by, or receiving any remuneration from, the University; and
    - 1.2.4 receiving any other financial benefit from the University;
  - 1.3 "the Board of Governors" means the governing body of the University;
  - 1.4 "the Chair" means the chair of the Board of Governors;
  - 1.5 "the Secretary " means the person appointed to the office of the Secretary to the Board of Governors;
  - 1.6 "the Deputy Chair" means the deputy chair of the Board of Governors;
  - 1.7 "Governor" means a member of the Board of Governors;
  - 1.8 "Independent Governors" means Governors who are neither students nor members of staff of the University;
  - 1.9 "the Instrument and Articles" means this constitutional document of the University, which is both the Instrument of Government and Articles of Government of the University;
  - 1.10 "Senior Post" means the post of the Vice-Chancellor, and such other senior posts as the Board of Governors may determine from time to time for so long as such posts subsist;
  - 1.11 "the University" means the corporation named De Montfort University, or such other name as the Board of Governors may from time to time resolve with the approval of either the Privy Council Office or any other body as may be required by law;
  - 1.12 "the Vice-Chancellor" means the chief executive officer of the University; and
  - 1.13 references to job titles, offices and committees in this document include any person or body holding substantively the same role, regardless of any change in name of that role.

### **ACADEMIC FREEDOM**

2. Academic staff 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 employment, status or privileges.

### **THE BOARD OF GOVERNORS**

3. The Board of Governors has all of the powers of the University. The Board of Governors is responsible for, without limitation:

- 3.1 the oversight of the conduct of the affairs of the University;
  - 3.2 the oversight of the management and administration of the revenue and property of the University;
  - 3.3 the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of senior post-holders and the Secretary;
  - 3.4 establishing a framework for the pay and conditions of staff; ensuring that there are in place policies and procedures for dealing with staff performance, discipline, dismissal and grievance;
  - 3.5 ensuring that there are in place terms and conditions for students and policies and procedures for dealing with student discipline, complaints and academic appeals;
  - 3.6 creating a governance structure for the University, subject to the Instrument and Articles; and
  - 3.7 the custody and use of the Seal of the University.
4. The Board of Governors may make committees, including but not limited to those required by any regulator of the University, and may delegate all or any of its functions to a committee or any person provided that it shall not delegate:
    - 4.1 the determination of the character and mission of the University;
    - 4.2 the responsibility for ensuring the solvency of the University and for safeguarding its assets, including but not limited to the approval of the annual budget and accounts of the University; or
    - 4.3 the making of, alteration, amendment or addition to this Instrument and Articles.

#### **COMPOSITION AND QUORUM OF THE BOARD OF GOVERNORS**

5. The Board of Governors shall comprise at least twelve Governors and no more than twenty-three Governors, of whom a majority shall be Independent and shall include, but not be limited to, the following:
  - 5.1 A majority of Independent Governors, appointed by the Board of Governors;
  - 5.2 The Vice-Chancellor, for as long as they hold office;
  - 5.3 Up to two members of staff of the University, appointed by the Board of Governors after consideration of a nomination by the staff of the University. Of these two Governors, one shall normally be a member of academic staff and one shall normally be a member of professional services staff; and
  - 5.4 Up to two representatives of the Students' Union of the University, appointed by the Board of Governors, for as long as they hold office. At least one of the two representatives shall be from the Executive of the Students' Union of the University.
6. Governors appointed under clauses 5.1 and 5.3 are appointed to serve for an initial term of up to three years. They may be re-appointed for a maximum of two further terms, each of up to three years.
7. The Board of Governors shall appoint from their number of Independent Governors one person as Chair. For the avoidance of doubt, neither the Vice-Chancellor, nor any member of staff, nor any student of the University shall be eligible for appointment as Chair. The Chair is appointed for an initial term of up to three years. They may be re-appointed up to a maximum period as a Governor and/or Chair of nine years.
8. The Board of Governors shall appoint from their number of Independent Governors one person as Deputy Chair. For the avoidance of doubt, neither the Vice-Chancellor, the Chair, nor any member of staff, nor any student of the University shall be eligible for appointment as Deputy Chair.
9. The Board of Governors may remove any Governor from office.

10. The quorum for meetings of the Board of Governors is half of the Governors, of whom a majority shall be Independent Governors.

#### **GOVERNORS' BENEFITS**

11. The University may only confer Benefits on Governors for acting as a Governor, if the Benefit has been authorised by the Board of Governors in accordance with the University's governing documents.

#### **ACADEMIC BOARD**

12. There shall be an Academic Board which oversees the scholarly activities of the University. The Academic Board will have such functions, categories of membership and terms of office as are approved by the Board of Governors and shall normally be chaired by the Vice-Chancellor.

#### **OFFICERS**

13. The Board of Governors may appoint a Chancellor of the University, with such functions as the Board of Governors may determine.
14. The Board of Governors shall appoint a Vice-Chancellor with responsibility for the leadership and management of the University.
15. The Board of Governors shall appoint a Secretary who has responsibility for, among other areas, assisting the Board of Governors with the organisation of its business.
16. The Board of Governors may determine as Senior Posts such other posts as it thinks fit from time to time.

#### **STUDENTS' UNION**

17. There shall be an organisation of students of the University which shall conduct and manage its own affairs in accordance with a constitution approved by the Board of Governors. No amendment to or rescission of that constitution shall be valid unless it has been approved by the Board of Governors.

#### **SEAL OF CORPORATION**

18. The application of the Seal of the University may be authenticated by the signature of either:
- 18.1 Any two Governors, one of whom must be an Independent Governor; or
- 18.2 Any one Independent Governor and any other person authorised by the Governors. Those persons authorised by the Board of Governors are the Vice-Chancellor and the Deputy Vice-Chancellor.