

At the Council Chamber, Whitehall

THE 28th DAY OF JUNE 2016

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE PRIVY COUNCIL

In accordance with section 124A(3) of the Education Reform Act 1988 hereinafter referred to as "the Act", the Privy Council by Order dated 5th March 1993 made an instrument of government for the University of Plymouth, being a higher education corporation with respect to which Schedule 7 to Act has effect.

Section 124A(3)(b) of the Act provides that the Privy Council may by Order modify an instrument of government of any such higher education corporation.

Accordingly, Their Lordships, in exercise of the powers conferred on Them by section 124A(3)(b), are pleased to modify the instrument of government in accordance with the provision set out in the Schedule to this Order.

SCHEDULE

MODIFICATIONS TO THE INSTRUMENT OF GOVERNMENT REFERRED TO IN THE FORGOING ORDER

1. INTERPRETATION

- (1) In this Instrument, unless the context otherwise requires, the following expressions shall have the meanings indicated in this paragraph:

"the Act"	means the Education Reform Act 1988 as amended by the Further and Higher Education Act 1992 and as further amended from time to time;
"Articles"	means the Articles of Government in accordance with which the University is conducted;
"Board of Governors"	means the members of the University of Plymouth Higher Education Corporation and the charity trustees of the Corporation;
"Charities Act"	means the Charities Act 2011 (or any statutory re-enactment or modification of such act);
"Corporation"	means the University of Plymouth Higher Education Corporation;
"Instrument"	means the Instrument of Government of the University;
"Secretary"	means the person appointed under the Articles to the office of secretary, or clerk, to the Board of Governors;
"Secretary of State"	means the Secretary of State responsible for higher education;
"Senate"	means the academic board of the University with the responsibilities prescribed in the Articles;

- “staff”** means both academic and other staff of the University;
- “students’ union”** means the students’ union of the University;
- “University”** means the University of Plymouth which the Corporation has been established to conduct;
- "variable category of members"** means any category of members in relation to which the number applicable in accordance with paragraph 4 below is subject to variation;
- "Vice Chancellor"** means the principal and chief executive of the University who shall have the title of Vice-Chancellor or equivalent.
- (2) The Interpretation Act 1978 shall apply for the interpretation of the Instrument as it applies for the interpretation of an Act of Parliament.

2. **NAME OF THE CORPORATION**

- (1) The Board of Governors may change the name of the Corporation with the consent of the Privy Council.

3. **POWERS AND OBJECTS**

- (1) The powers of the Corporation are as provided by and subject to the Act, any relevant regulations, orders or directions made by the Secretary of State or the Privy Council.
- (2) The object of the University is to advance education and research for the public benefit.

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

- (1) The Board of Governors 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 they choose not to be a member.
- (2) Of the appointed members:
- (a) up to thirteen shall be independent members;
 - (b) up to two may be teachers at the University nominated by the Senate and up to two may be students of the University nominated by the students thereof; and
 - (c) at least one and not more than nine shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.
- (3) Independent members shall be persons appearing to the Board of Governors 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 4(2)(c) 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 4(2)(b) above) who is:
- (a) employed at the University (whether or not as a teacher);
 - (b) a full-time student at the University; or
 - (c) an elected member of any local authority,
- is not eligible for appointment as a member of the Board of Governors 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 at the University shall be treated as such a student during any period when they have 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 them in the students' union.
- (7) It shall be for the Board of Governors 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 Board of Governors of any description or category.

5. DETERMINATION OF MEMBERSHIP NUMBERS

- (1) Subject to paragraph 4(1), the Board of Governors shall make a determination with respect of its membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors is to consist, subject to the limits applicable in relation to that category in accordance with paragraph 4(2) above.
- (3) In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, 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 Board of Governors at the time when it takes effect.
- (5) Such a determination may be varied by a subsequent determination.

6. APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS

- (1) Subject to the provisions of section 124C of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with paragraph 5(1) above takes effect.
- (2) Subject to paragraphs 6(3) and 6(4) below, the Board of Governors shall appoint the members of the Board of Governors.
- (3) Where an appointment of an additional independent member of the Board of Governors falls to be made in consequence of a determination in accordance with paragraph 5 above, the appointing authority in relation to the appointment:

- (a) shall be the Board of Governors 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 Board of Governors.
- (4) Where a vacancy in the office of an independent member of the Board of Governors arises on any existing independent member ceasing to hold office on the expiry of their term of office:
- (a) their 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 their successor shall be:
 - (i) the Board of Governors 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, the current independent members of the Board of Governors.
- (5) Where a vacancy in the office of an independent member of the Board of Governors arises on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of their successor;
- (a) shall be the Board of Governors 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 members of the Board of Governors.
- (6) No appointment of an independent member of the Board of Governors by the Board of Governors in accordance with sub-paragraph 6(3)(a), 6(4)(b)(i) and 6(5)(a) above shall be made unless the appointment has been approved by the current independent members of the Board of Governors.
- (7) If the number of independent members of the Board of Governors 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.

7. TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS

- (1) The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 4(2) above. Subject to provisions made by the Board of Governors which shall provide for existing members to be appointed on terms of office prescribed by an earlier version of this Instrument, a member appointed under paragraph (4)(2)(a) shall hold office for an initial fixed term of three years and thereafter shall be eligible for reappointment for a further term of three years. Notwithstanding this provision, a member appointed under paragraph 4(2)(a) above may, exceptionally (as determined with the agreement of the Board of Governors), be eligible to be reappointed for a further and final term of three years to give an overall maximum term of office of nine years.

- (2) Unless they have chosen not to be a member of the Board of Governors, the Vice Chancellor shall be a member of the Board of Governors for as long as they hold the office of Vice Chancellor of the University.
- (3) On the expiry of their term of office, a member other than a student member shall be entitled to continue in office until their successor has been appointed.
- (4) A member of the Board of Governors may at any time by notice in writing to the Secretary resign their office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.
- (5) A member of the Board of Governors may be removed from office by resolution of the Board of Governors, provided that all members have received at least 5 clear days' notice in writing indicating the intention to propose such resolution. The office of any member so removed, shall be vacated with effect from the date of any such resolution.
- (6) If at any time the Board of Governors is satisfied that any member of the Board of Governors:-
 - (a) has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
 - (b) is incapable, whether mentally or physically, of managing their own affairs;

the Board of Governors may by notice in writing to that member remove them from office; and thereupon the office shall become vacant.
- (7) A member of the Board of Governor's term of office as such automatically terminates if they are disqualified under the Charities Act from acting as a charity trustee.
- (8) Where a member of the Board of Governors appointed as a Senate nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of Governors, 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 thereupon become vacant.

8. OFFICERS

- (1) There shall be such officers of the University as the Board of Governors shall determine, including but not limited to:
 - (a) the Chancellor;
 - (b) the Vice-Chancellor; and
 - (c) the Secretary to the Board of Governors

whose respective powers and functions shall be set out in the bye-laws.
- (2) There shall be such officers of the Board of Governors as it shall determine, including but not limited to the chair and deputy chair whose respective powers and functions shall be set out in the bye-laws.

9. **MEMBERS ALLOWANCES**

- (1) The Board of Governors may pay the Members such reasonable allowances for the discharge of their duties as Members (including travelling and subsistence expenses and compensation for loss of earnings) as the Board of Governors may from time to time determine.

10. **SEAL OF CORPORATION**

- (1) The application of the seal of the Corporation shall be authenticated by the signature of the chair of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors or the Secretary.
- (2) The Corporation Seal shall be held under secure arrangements by the Secretary.

11. **AMENDMENT OF INSTRUMENT**

- (1) This Instrument may be modified by order of the Privy Council.

12. **DATE OF INSTRUMENT**

- (1) This Instrument is made by Order of the Privy Council dated 28 June 2016 and shall come into operation on 1 August 2016.

ARTICLES OF GOVERNMENT OF UNIVERSITY OF PLYMOUTH

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, the University of Plymouth, higher education corporation makes the following Articles of Government in accordance with which the University of Plymouth shall be conducted:

1. INTERPRETATION

- 1.1 In these Articles words and expressions shall have the meanings given to them in paragraph 1 of the Instrument of Government made by the Privy Council on 28 June 2016 with an effective date of 1 August 2016.
- 1.2 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

2. CONDUCT OF THE UNIVERSITY

- 2.1 The University shall be conducted in accordance with the Act, any subsequent education acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council in relation to the University or higher education corporations, and subject to those, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.
- 2.2 The University is an exempt charity pursuant to the Charities Act and shall operate in accordance with charity law.

3. RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE-CHANCELLOR AND SENATE

3.1 The Board of Governors

The principal responsibilities of the Board of Governors are:

- 3.1.1 the approval and monitoring of the University's strategic plan;
- 3.1.2 the oversight of the University's activities, with particular reference to its charitable status;
- 3.1.3 the effective and efficient use of resources, including approval of the University's annual financial forecasts and annual audited accounts;
- 3.1.4 the solvency of the University and for safeguarding its reputation and assets;
- 3.1.5 the approval of procedures for the appointment, reward and remuneration, appraisal, suspension and dismissal of the Vice-Chancellor;
- 3.1.6 the approval of procedures for the appointment, reward and remuneration, appraisal, suspension and dismissal of the Secretary; and
- 3.1.7 any matter prescribed by statute or the Secretary of State as its responsibility.

3.2 The Vice-Chancellor

The Vice Chancellor shall be the chief executive of the University and, subject to the overall responsibilities of the Board of Governors and of Senate, shall be responsible to the Board of Governors for the conduct of the University as prescribed in the bye-laws.

3.3 **The Senate**

3.3.1 There shall be a Senate of the University which, subject to the overall responsibilities of the Board of Governors and the Vice-Chancellor, shall be responsible for:

- (a) the strategic oversight of the University's activities in relation to teaching, learning and assessment; research; and any other academic matters impacting on the student experience;
- (b) providing assurance to the Board of Governors in relation to areas of academic governance; and
- (c) advising on the academic implications of significant University developments.

3.3.2 The composition, quorum and detailed terms of reference of Senate shall be set out in bye-laws approved by the Board of Governors.

3.3.3 The Senate may establish such committees as it considers necessary to carry out its responsibilities, and shall determine the terms of reference, composition and quorum for each such committee. The Senate may delegate any of its functions to any person or body.

4. **DELEGATION OF FUNCTIONS OF THE BOARD OF GOVERNORS**

4.1 Subject to paragraph 4.2 of this Section, the Board of Governors shall be entitled to delegate all or any of its functions, powers and duties to any person or body.

4.2 The Board of Governors shall not delegate responsibility for:

- 4.2.1 the approval of procedures for appointing or dismissing the Vice Chancellor;
- 4.2.2 the approval of the University's strategic plan;
- 4.2.3 the approval of the University's financial forecasts and annual audited accounts;
- 4.2.4 ensuring the solvency of the University;
- 4.2.5 the appointment of the University's auditors; and
- 4.2.6 the amendment or revocation of these Articles.

5. **PROCEDURES FOR MEETINGS**

5.1 The quorum for meetings of the Board of Governors shall be one-half rounded up to the next whole number of the total actual membership of the Board of Governors, with independent members always being in the majority. The quorum shall be made up of those attending in person, by telephone or such other electronic or other means in which all participants may communicate simultaneously with all other participants.

5.2 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, and shall declare any conflicts of interest.

5.3 The proceedings of the Board of Governors shall not be invalidated by reason of:-

5.3.1 a procedural or technical defect of which the Board of Governors is unaware at the time, provided that the defect, once identified, is at the earliest

reasonable opportunity brought to the attention of the Board of Governors and the Board of Governors is asked to consider whether the decision should stand; and

5.3.2 any vacancy in its number, or by any defect in the election, appointment or qualification of any member of the Board of Governors of which the Board of Governors is unaware at the time.

6. **BYE-LAWS**

6.1 The Board of Governors shall establish bye-laws in such areas as it shall determine, including but not limited to:-

6.1.1 the appointment of officers of the Board of Governors (from among the independent members);

6.1.2 the appointment of a Secretary to the Board of Governors;

6.1.3 the appointment of members of the Board of Governors;

6.1.4 the payment of any allowances to members of the Board of Governors;

6.1.5 meetings of the Board of Governors and of its committees;

6.1.6 decision making by the Governors outside of meetings including by email; and

6.1.7 the declaration of interests in accordance with the requirements of charity law.

7. **STAFF**

7.1 The Board of Governors shall make provision with respect to policies for the discipline, dismissal, suspension and grievances of all staff.

7.2 Staff, while engaged in the provision of teaching and research in accordance with their terms and conditions of service, shall 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 their jobs or privileges.

8. **STUDENTS**

8.1 The Board of Governors shall ensure that there are policies for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals.

8.2 There shall be a students' union of the University with a constitution approved by the Board of Governors. The University shall take steps to ensure that the Students' Union acts fairly and democratically and is accountable for its finances.

9. **REGULATIONS**

9.1 The Board of Governors shall have power to make regulations concerning such matters with regard to the government and conduct of the University as it shall think fit. Such regulations shall be subject to the provisions of these Articles.

10. **AMENDMENT OF ARTICLES**

10.1 These Articles may be amended or replaced by a resolution of the Board of Governors either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Board of Governors.

11. **DATE OF ARTICLES**

11.1 These Articles shall come into operation on 1 August 2016.