



## Bye-Laws

### 1. Interpretation

In these Bye-laws, words and expressions shall have the meanings as follows.

- 1.1. "Academic year" means a period from 1 August to 31 July
- 1.2. "Access and Participation Plan" means the document submitted annually to the Office for Students whose approval by the Office for Students permits the University to charge the higher level of tuition fees
- 1.3. "Alumni" means a person who has been enrolled as a student of the University or one of its predecessor educational organisations
- 1.4. "Articles" means the Articles of Government of the University approved by the Board on 22 May 2013
- 1.5. "Board" means the Board of Governors of the University, being members of the Corporation, and the charitable trustees responsible for the conduct of the University. This term does not refer to boards that are Committees or sub-Committees of the Senate
- 1.6. "Clear Days" means the period, when used for periods of notice, excluding:
  - 1.6.1. the day when the notice is given or deemed to be given and
  - 1.6.2. the day on which it is received or on which it is to take effect
- 1.7. "Clerk" means the office holder appointed pursuant to Article 5
- 1.8. "Committee" means a group of people who meet and report regularly, appointed by the Board or Senate, for a specific function described in Terms of Reference
- 1.9. "Conflict of interest" means any situation in which a Member's personal interests or loyalties may influence, could influence, or could be seen to have influenced their decision-making
- 1.10. "Co-opted Governor" means a person appointed under paragraph 3(2)(c) of the Instrument
- 1.11. "Corporation" mean the University of Northampton Higher Education Corporation
- 1.12. "Electronic Address" means any address, email designation or number used for the purpose of sending or receiving documents or information by electronic means
- 1.13. "Electronic Form" applies to documents or other material sent or supplied by electronic means or by any other means while in an electronic form (eg memory stick) by post

- 1.14. "Electronic Means" means where a document, information, data, sound or image is sent, supplied and received at its destination by means of electronic equipment for the processing, or storage of data, including digital compression, and entirely transmitted, conveyed and received by wire, by radio, by optical technologies or by other electromagnetic means. Examples of electronic means include by e-mail, skype, video conferencing, memory stick and text message
- 1.15. "Elected Member" means a person who has an appointment to the Senate under paragraph 3 of the Bye-laws
- 1.16. "External Committee Member" means a person appointed to a Committee who is not a Member of the Board or the Senate
- 1.17. "Ex Officio" means a person appointed to the Board, Senate or their Committees by virtue of the post they hold
- 1.18. "Financial Year" means a period from 1 August to 31 July
- 1.19. "Governor" means a Member of the Board and "Governors" shall be construed accordingly
- 1.20. "Honorary Fellow of the University" means a person granted recognition by the University as approved by the Senate and the Board pursuant to Article 3
- 1.21. "In attendance" means the presence of a person at a meeting who is not a Member and who is present by specific invitation of the Chair of the Meeting or as defined by the Terms of Reference
- 1.22. "Independent Governor" means a person appointed to the Board who is neither a member of staff nor a student and who has met the criteria approved by the Board for the purpose of paragraph 3(2) of the Instrument and Article 8
- 1.23. "Instrument" means the Instrument of Government of the University of Northampton approved by the Privy Council on 13 May 2013
- 1.24. "Meeting" / "Meetings" includes, except where inconsistent with any statutory obligation, a physical meeting or the discretion of the Chair, a meeting to be held by electronic means being telephone conferencing or a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation by which everyone is able to communicate with all other participants
- 1.25. "Member/s" means the person/people defined as eligible to participate and vote on the business presented to the Board, Senate, or their Committees, or other meetings, as applicable
- 1.26. "Membership" means the composition of the Board, Senate or their Committees
- 1.27. "Minutes" means the official record of the particular meeting of the Board, Senate or their Committees
- 1.28. "Officer of the University" means a person appointed to act on behalf of the University, such as the Chancellor
- 1.29. "Postal address" means the address of physical premises at which the Member is able to regularly access hard copy documents provided by the University
- 1.30. "Presence" / "Present" means a person is physically at a meeting or, with the respective Chair's approval, is participating through electronic means

- 1.31. "Professorial Staff" means those staff who are employees of the University and who have been granted the academic title of "Professor" by the Senate, including Emeritus and Visiting Professors
- 1.32. "Professional Staff" means those Staff on a professional or managerial contract of employment or similar contract for services, not being teaching staff or professorial staff
- 1.33. "Quorum" means the number of Members specified in the Instrument and Articles, the Bye-laws or the Terms of Reference as required to be present at the meeting of the Board, Senate or their Committees (as applicable) to make decisions
- 1.34. "Reserved Business" means any business defined by the Board, the Senate or their Committees as confidential or commercial in confidence and as such, documentation considered and minutes of the discussion are restricted in circulation
- 1.35. "Secretary" means a person servicing the Board, the Senate or their Committees and who prepares the documentation considered by and the Minutes of the meetings. Unless specifically stated in the Terms of Reference, those designated as Secretary are not Members
- 1.36. "Senior Manager" means Staff designated by the Board as holding a post from whom Ex Officio Members of Senate may be drawn for the purpose of Bye-law 3
- 1.37. "Senior Post Holder" means those staff designated under Article 3.1.4
- 1.38. "Staff" means a person who is engaged on a contract of employment or a contract for services with the University, and includes teaching staff, professional staff and professorial staff
- 1.39. "Staff Governor" means the Member of the Board appointed on the nomination of the Senate or the Co-opted Member of the Board drawn from the professional staff of the University pursuant to paragraphs 3(2)(b), 3(2)c and 3(5)(a) of the Instrument
- 1.40. "Student" means a person who is enrolled on a course of study of the University leading to an academic award or qualification
- 1.41. "Student Governor" means a member of the Board appointed pursuant to paragraph 3(2)(b) of the Instrument
- 1.42. "Students' Union" means The University of Northampton Students' Union being the body approved by the University to represent students' views and concerns
- 1.43. "Task and Finish Group" means a small committee established by the Board or the Senate under Bye-law 4. This will have Terms of Reference to deal with specific outcome-driven and time-limited business
- 1.44. "Teacher"/"Teaching Staff" means a person, for the purposes of paragraphs 3(2)(b) and 3(5) of the Instrument, who is employed by the University on an academic or research contract of employment or contract for services
- 1.45. "Terms of Reference" means a written document with the objective of defining the scope of the relevant Committee's Membership, responsibilities, functions, powers or restrictions of decision-making, reporting and its modus operandi

- 1.46. "Vice Chancellor" means the person appointed by the Board under the Instrument and Articles as Chief Executive Officer of the University and Chair of the Senate
- 1.47. "University" means the University of Northampton, which the Corporation has been established to conduct

Where a Bye-law makes reference to any Act of Parliament, it shall be deemed to include in a reference to any statutory extension, amendment, modification or re-enactment thereof for the time being in force and to any Regulation, Order or Direction made under any such Act, amendment, modification or re-enactment

## **2. Membership of the Board**

- 2.1. Pursuant to paragraph 3 of the Instrument, the Membership of the Board is not less than twelve and not more than twenty-four members, plus the Vice-Chancellor. The Board is comprised of:
- 2.1.1. Up to thirteen Independent Governors, being persons appearing to the Independent Members Appointment Committee of the Board to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession
  - 2.1.2. One Staff Governor being a teacher of the University nominated by the Senate
  - 2.1.3. Two Student Governors being nominated by the students by election as the President of the Students' Union and sabbatical officer of the Students' Union and
  - 2.1.4. Up to four Co-opted Governors to include:
  - 2.1.5. One co-option of a person who is a member of the professional staff of the University
  - 2.1.6. If the Board judges it necessary, one co-option of a person who has experience in the provision of education

### **Nomination from Senate for Board Member**

- 2.2. Pursuant to paragraph 3(2)(b) of the Instrument, the Senate shall approve arrangements through which it takes advice on the person it will put forward for nomination to be a Member of the Board. Such arrangements for advice shall ensure the views of the Teachers are considered when making such nomination

### **Nomination from the Students for Board Member**

- 2.3. Pursuant to paragraph 3(2)(b) of the Instrument, a person shall be deemed to have been nominated by the Students of the University if they have secured a sabbatical post with the Students' Union as the Students' Union President or as a sabbatical officer of the Students' Union

### **Co-Opted Professional Staff Member of the Board**

- 2.4. Pursuant to paragraph 3(5) of the Instrument, a person shall be eligible for a co-opted place on the Board as a member of the professional staff of the University if he or she is a member of the professional staff at or below local grade 9 and has been in post for at least one year at the date when nominations are sought. The Board shall establish arrangements for advice from the professional staff to ensure their views are considered when the Board appoints that co-opted member

### **Co-Opted Board Member with Experience of Education**

- 2.5. Pursuant to paragraph 3(4) of the Instrument, a person shall be eligible for a co-opted place on the Board as the Member who has experience in the provision of education, if in the Board's reasonable opinion, that person has appropriate experience of education

## **3. Senate Membership**

- 3.1. Pursuant to Articles 3.3 and 3.4, the membership shall comprise:

### **Ex officio Members**

Vice Chancellor (Chair)  
Chief Operating Officer  
Executive Deans (2)  
Deans (5)  
Director of Student and Academic Services (Clerk)  
Director of Learning and Teaching  
Deputy Director of Student and Academic Services  
Head of Library and Learning Services  
Head of Quality Unit  
Head of IT  
Head of Graduate School  
Co-opted Ex Officio Member - Principal of Moulton College

### **Student Union Members**

President of the Student Union  
Vice President Education of the Student Union

### **Elected members**

Elected faculty representative (3 from each Faculty)  
Professorial representative (1)

### **Senate Elected Members**

- 3.2. Pursuant to Article 3.3, the Senate shall establish procedures for the election of its members from the teaching staff and from the professorial staff

### **Senate Ex Officio Members**

- 3.3. Pursuant to Article 3.4.2, the Board shall define the senior managers who hold posts of heads of academic or related departments or their equivalent from whom Ex Officio members of Senate may be drawn
- 3.4. The Secretary to the Senate shall be the Director of Academic and Student Services or another person appointed with the approval of the Vice Chancellor

## **4. Committees**

### **Board Committees**

- 4.1. Pursuant to Articles 4.1 and 4.2, the Board shall establish Committees, the names and terms of reference of which shall be as set out on the Governance pages of the University's website
- 4.2. The Board and the Senate (following approval by the Board and the Vice Chancellor as per Article 3.7) shall determine the Terms of Reference for each Committee it establishes to include membership, purpose and function, powers and authorities, quorum, chairing, frequency of meeting, modus operandi, reporting and support. Each Committee shall have a Chair and Deputy Chair and shall review its Terms of Reference at least biennially and report the outcome to the Board or Senate, as applicable
- 4.3. The Board or Senate may establish Task and Finish Groups to deal with specific outcome-driven and time-limited business. When setting up a Task and Finish Group, the Terms of Reference shall define the duration of the group as part of its Terms of Reference
- 4.4. With the respective approval of the Board or Senate, each Committee may set up sub-Committees and/or Task and Finish Groups to progress its business and determine the Terms of Reference as itemised in Bye-law 4.2 above
- 4.5. In establishing Committees, the Board may appoint External Committee Members to secure suitable additional relevant expertise
- 4.6. In establishing an Audit Committee, the Board shall ensure it gives due regard to guidance of appropriate bodies such as the Charity Commission, the Committee of University Chairs, the Office for Students, and the Institute of Chartered Secretaries and Administrators

### **Senate Committees**

- 4.7. Pursuant to Article 3.7, the first tier Committees of Senate are established by the Senate and approved by the Vice Chancellor and Board as follows:
  - Academic Quality and Standards Committees
  - Student Experience Committee
  - Research and Enterprise Committee

## **5. Tenure and Appointment**

- 5.1. With the exception of the Vice Chancellor and the student members:

- 5.1.1. The appointment of members shall normally be for a term of three years. Members are eligible for re-appointment
- 5.1.2. A Governor may not serve more than three continuous terms of office. However, in the event of a Governor being elected to the position of Chair of the Board during his or her final three-year term of office, the Board may decide to extend the term of office of that governor up to a period of three years
- 5.1.3. A Member who has served the maximum period may be re-appointed in the future if a vacancy occurs after a gap of three years
- 5.2. Independent Governors and Co-opted Governors shall be recommended for re-appointment in accordance with the approved procedures for appointment and nominations
- 5.3. The appointment of the student governors shall be for the period of their term of office as sabbatical officers of the Students' Union
- 5.4. An elected member of the Senate shall have a three year term of office and may stand for re-election in the future if a vacancy occurs after a gap of two years

## **6. The Chancellor and Pro-Chancellor**

- 6.1. There shall be a Chancellor of the University, appointed by the Board, who shall act as the ceremonial Head of the University
- 6.2. The Chancellor shall be an Officer of the University who shall augment the reputation of the University, articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University
- 6.3. The Chancellor shall preside at the award and graduation ceremonies of the University and in his or her absence the Vice Chancellor, the Pro Chancellor or the Chair of the Board shall preside at such ceremonies
- 6.4. The further duties of the Chancellor shall be established by the Board, shall be reviewed on a regular basis, and shall include:
  - 6.4.1. acting as a supporter and an ambassador for the University;
  - 6.4.2. giving advice and guidance such as the role-holder considers appropriate to the senior Officers of the University to support its stewardship; and
  - 6.4.3. being a focus of inspiration for staff and student communities
- 6.5. There shall be a Pro Chancellor of the University appointed by the Board who shall preside at assemblies of the Court, lead its development and support its members
- 6.6. The Pro Chancellor shall be an Officer of the University and shall articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University and the Court
- 6.7. The further duties of the Pro Chancellor shall be established by the Board, shall be reviewed on a regular basis, and shall include:
  - 6.7.1. acting as a supporter and an ambassador for the University
  - 6.7.2. giving advice and guidance to the senior Officers of the University to support its stewardship

- 6.8. The Chancellor and Pro Chancellor shall each be appointed for a three year term of office. This is renewable by the Board
- 6.9. The Chancellor or Pro Chancellor may resign by notifying the Chair of the Board. The appointment of the Chancellor or Pro Chancellor may be terminated early by the Board for good cause, the office holder having had an opportunity to make appropriate written representation to the Board

## **7. Conduct of Members**

- 7.1. Governors, members of Senate, External Committee Members and other officers designated by the Board shall be required to conduct themselves in compliance with:
  - the Nolan principles for conduct in public life
  - the Public Interest Governance Principles published by the Office for Students the Higher Education Code of Governance
  - the Higher Education Senior Staff Remuneration Code
  - the University Code of Conduct for Governors, External Committee Members, University Officers and Senior Post Holders
  - UK Good Governance: a Code for the voluntary and community sector
- 7.2. Governors, Members of Senate, External Committee Members and other officers designated by the Board shall periodically undertake processes approved by the Board for review and self-evaluation

## **8. Conflicts of Interest**

- 8.1. The Board has established a policy and procedure on Declarations of Interest which gives definitions and guidance, including how to register and declare interests
- 8.2. If a conflict or potential conflict of interest in a contract, proposed contract or other item becomes apparent during a meeting, the member should declare it immediately. Unless the Chair allows otherwise, the member should:
  - a) withdraw during discussion of that item, or
  - b) if permitted to remain, abstain from voting on that matter, and not be counted in the quorum for voting
- 8.3. If the Chair considers that it is in the interests of the University to authorise the participation of the conflicted member, he or she will invite the member to remain and this will be recorded in the minutes accordingly
- 8.4. The provisions of this bye-law shall not prevent the Board from considering and voting upon proposals for the Corporation to insure the Governors as members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums

## **9. Conduct of Business**



- 9.1. The Board shall establish with the Senate, a University Committee Handbook containing rules governing the procedures for meetings
- 9.2. The Board shall hold an ordinary meeting at least ten times a year, on dates to be determined by the Board giving due notice
- 9.3. The Senate shall hold an ordinary meeting at least five times a year on dates to be determined by the Senate giving due notice
- 9.4. A schedule of dates for ordinary meetings of the Board, the Senate and their Committees shall be given to the respective members by 1 September for the forthcoming academic year
- 9.5. At least five clear days' notice shall be given to members of the Board, Senate or their Committees in case of the need to convene any additional meetings
- 9.6. Notice of a meeting shall be deemed to have been duly served if delivered either by ordinary post or by hand or by electronic means to the member concerned at his or her postal address or electronic address, including such email or equivalent as he or she may notify in writing to the Clerk to the Board or the Secretary to the Senate for such service

#### **Presence and withdrawal**

- 9.7. Members shall be present at the meetings of the Board, Senate and their Committees to which they are appointed and shall be required to give their apologies for absence in advance; their membership may be terminated for lack of regular presence
- 9.8. The names of the members of the Board, Senate or their Committees who are present and any other people in attendance at a meeting shall be recorded in the minutes of that meeting
- 9.9. With the exception of the Audit Committee, the Chair and Deputy Chair of the Board shall be entitled to attend meetings of every standing Committee to which they are not appointed by name and to speak thereat, but not to vote
- 9.10. With the approval of the relevant Chair, a member may take part in the whole or part of a meeting of the Board, or its Committees by electronic means, and will be deemed present for the period they are able to participate in the meeting. Present and participating by those means requires that the member may communicate with all the other participants, as judged by the relevant Chair and such a person shall be counted within the calculation of the quorum
- 9.11. Unless invited by resolution of the other Governors present at the meeting to remain, any Governor who is a member of staff or is a student shall withdraw from that part of the meeting of the Governors at which there is consideration of the appointment, appraisal, promotion, suspension, retirement, dismissal or termination of appointment by notice or conduct of the Vice Chancellor or Senior Post Holders
- 9.12. A Governor who is a member of staff shall not take part in or be present during the consideration of his own promotion, suspension, dismissal or retirement except as provided in the Articles

- 9.13. A Governor who is a student shall not take part in or be present during the consideration of his own suspension or expulsion except as provided in the Articles
- 9.14. The number of Governors remaining when any withdrawals under Bye-laws 9.11,9.12 or 9.13 have taken place shall form a quorum

### **Agendas, Minutes and Papers**

- 9.15. The business to be considered at the Board, Senate or their Committees shall be stated on an agenda, being supported by papers, reports, documents or other material to be considered at any such meeting and issued with reasonable notice to members. Rescission of previous decisions must be by formal resolution and supported by a paper containing a specific rationale. Matters arising shall not be subject to these requirements but shall be recorded in the minutes
- 9.16. Agendas and the majority of documentation for the Board and Senate shall be issued to members by electronic means at least five clear days before the meeting
- 9.17. The proceedings of the Board and Committee meetings shall be recorded in minutes and circulated to members as draft minutes once they have been approved by the Chair of the meeting. Minutes of meetings shall be stored by the Clerk or Secretary to that meeting. At a subsequent quorate meeting, the minutes shall be reviewed and confirmed as a correct record by the members and signed by the Chair for the record
- 9.18. Papers of the Board of Governors and its committees are available for public inspection unless they have been determined to contain confidential material
- 9.19. Papers and Minutes of the Board and its Committees shall be designated to distinguish confidential material as appropriate to content. Items containing material relating to:
- a named member of staff employed or proposed to be employed at the University or its subsidiaries
  - a named alumni, a student or a named candidate for admission to the University
  - commercial decisions
- may be designated as confidential. Any other matter which, by reason of its nature, the Board, the Committee or the respective Chair on its behalf, is satisfied should be dealt with on a confidential basis, shall be classed as confidential or commercial in confidence in minutes and shall be treated as reserved business accordingly
- 9.20. Members of the Board, Senate and their Committees and the staff shall be bound by the confidentiality of any matter so designated by the Board, Senate or their Committees
- 9.21. In order to fulfil their responsibilities, all Governors have access on request to papers circulated to committees. This right of access does not apply:
- If a Governor has a conflict of interest in the matter under consideration by the committee
  - Where a Governor is a member of staff or a student and the matter relates to material marked confidential in the Remuneration Committee or to other items for which they are required to withdraw from meetings

### **Absence of Chair and Deputy Chair**

- 9.22. If both the Chair and Deputy Chair are absent from any meeting of the Board, the Governors present shall, before any other business is transacted, choose one of their number, (other than a Governor being staff or a student) to preside at the meeting

## **10. Quorum**

- 10.1. Pursuant to Article 7, the quorum for meetings of the Board shall be eight members, of whom five shall be Independent Members, or where there are vacancies, the same proportions, as rounded up, of those members eligible to be present
- 10.2. Pursuant to Article 3.4, the quorum of the Senate shall be fifteen members, of which eight must be from those recognised under Articles 3.4.1 and 3.4.2
- 10.3. The quorum for any Committee, sub-Committee or Task and Finish Group of the Board or Senate shall be one half (rounded up to the next whole number) of the total number of its members, unless otherwise defined in terms of reference
- 10.4. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Board, the Senate, Committee, sub-Committee or Task and Finish Group (as applicable) shall determine. If however, in the view of the Chair of the meeting, on advice from the Clerk, there are sufficient members present to proceed with business, the meeting may continue on an informal basis with any action agreed being subject to subsequent ratification by a quorate meeting
- 10.5. If a meeting is terminated before all the proposed business has been transacted, a further meeting shall be convened as soon as it is reasonably practicable

## **11. Voting**

- 11.1. Pursuant to Article 7.2, members of the Board and Committees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons
- 11.2. Subject to the provisions of these Bye-laws on conflicts of interest, and 11.3 and 11.4 below, all decisions to be determined at a meeting of the Board, Senate or their Committees shall be decided by a majority of the members present and voting. Every member shall have one vote. All such questions shall be put and determined by show of hands or, at the discretion of the Chair, by voices. Votes may be cast for or against or voters may abstain from voting. Through the Chair votes may be cast by those present by electronic means
- 11.3. In the case of Senate, the Chair shall judge the consensus, and formal voting shall be reserved for items where members have made a request for a vote
- 11.4. The Chair or, in his or her absence, the Deputy Chair, or if both are absent, the person chosen to preside at the meeting shall have a second or casting vote in the event of an equality of votes

## **12. Officers of the University**

- 12.1. Pursuant to paragraph 7(1) of the Instrument and Article 6, the following members, staff and other persons are identified as Officers of the University
- The Chair of the Board
  - The Deputy Chair of the Board
  - The Senior Independent Member
  - The Chancellor
  - The Pro Chancellor
  - The Vice Chancellor
  - Senior Post Holders
- 12.2. Pursuant to paragraph 7(1) of the Instrument and Article 6, the Board shall establish role and person specifications for those designated as Officers of the University. The Board shall approve the designation process used to create new Officers of the University
- 12.3. Pursuant to paragraph 7(1) of the Instrument and Articles 3.2 and 5, the Senior Post Holders are the Vice Chancellor, the Chief Operating Officer and the Clerk

## **13. The Chair of the Board of Governors**

- 13.1. There shall be a Chair of the Board appointed by the Board who shall act as required by the Instrument and Articles
- 13.2. The Chair shall be an Officer of the University and will articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University. The Chair shall be responsible for the leadership of the Board, and its effectiveness, and ultimately to the University and its stakeholders for the stewardship of the University
- 13.3. The Chair of the Board shall be appointed in accordance with Article 6 by election of the Board
- 13.4. The Chair of the Board shall be responsible for the appointment, support and oversight as appropriate of the Chancellor and the Pro Chancellor
- 13.5. The Chair of the Board shall carry line management responsibility for the Vice Chancellor and the Clerk
- 13.6. The Board shall delegate powers to the Chair as set out in the Scheme of Delegation, the Financial Regulations and under these Bye-laws
- 13.7. The Chair of the Board shall ensure that the members of the Board observe the Principles of Public Life applicable to all public bodies (the Nolan Principles) and that the duties laid upon members as charitable trustees are fulfilled. The Chair shall be responsible for the implementation of the Code of Conduct for Governors, External Committee Members, University Officers and Senior Post Holders
- 13.8. The Chair may resign by notifying the Chair of the Nominations Committee. The Chair's appointment may be terminated early by the Board for good cause, the Chair having had an opportunity to make appropriate written representation to the Board

## **14. The Deputy Chair of the Board of Governors**

- 14.1. There shall be a Deputy Chair of the Board appointed by the Board who shall act as required by the Instrument and Articles
- 14.2. The Deputy Chair shall be an Officer of the University and will articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University
- 14.3. The Deputy Chair of the Board shall be appointed in accordance with Article 6 by election of the Board
- 14.4. The duties of the Deputy Chair of the Board shall be established by the Board and require that, in the absence of the Chair of the Board, the powers of the Chair shall devolve to the Deputy Chair
- 14.5. The Board shall delegate powers to the Deputy Chair as set out in the Scheme of Delegation and under these Bye-laws
- 14.6. The Deputy Chair may resign by notifying the Chair of Board. The Deputy Chair's appointment may be terminated early by the Board for good cause, the Deputy Chair having had an opportunity to make appropriate written representation to the Board

## **15. The Senior Independent Member**

- 15.1. There shall be a Member of the Board designated as the Senior Independent Member appointed by the Board who shall act to monitor the effective governance of the University and specifically the operation and effectiveness of the Board
- 15.2. The Senior Independent Member shall be an Officer of the University and will articulate, sustain and exemplify its mission and values by his or her involvement in the life of the University
- 15.3. The Senior Independent Member shall be selected using the election procedures as established by the Board. If no nominations for the position are received shall be the Chair of the Audit Committee Ex Officio
- 15.4. The term of office of the Senior Independent Member shall be for a period of three years and shall not be renewable
- 15.5. The duties of the Senior Independent Member shall be established by the Board and will include:
  - monitoring and evaluating annually the processes of governance including the annual effectiveness review, including the review of the Chair and providing a summary report to the Board
  - attending other formal meetings in relation to governance, both at the University and externally as necessary
  - providing advice to the Chair, the Deputy Chair, Vice Chancellor, the Clerk and the members of Board
- 15.6. The Senior Independent Member may resign by notifying the Chair of the Board. The Senior Independent Member's appointment may be terminated early by the

Board for good cause, the Senior Independent Member having had an opportunity to make appropriate written representation to the Board

## **16. Chairs of Board Committees**

- 16.1. The appointment of a Chair and Deputy Chair of any committee established by the Board shall be as set out in the Terms of Reference of that committee

## **17. Honorary Awards**

- 17.1. The term honorary awards refers to:

### **Honorary Titles**

Honorary Fellow of the University

### **Honorary Academic Titles**

Honorary Bachelor of Arts, Science or Laws

Honorary Master of Arts, Science or Laws

Honorary Doctorate

- 17.2. Senate shall identify the titles of the honorary awards which can be granted by the University
- 17.3. The criteria and procedures for the granting of honorary awards are approved by the Board and Senate
- 17.4. Consideration of nominations for honorary awards is by the Honorary Awards Committee which makes recommendations to Senate and the Board
- 17.5. Honorary awards shall be granted to those who satisfy both the Board and Senate of their merit. Agreement to award honorary titles and honorary academic titles is given by Senate and the Board.
- 17.6. Honorary awards shall be withdrawn where, after due process it is established that the holder no longer merits the title, for example where there is damage to the University's reputation

## **18. Allowances and Expenses**

- 18.1. Pursuant to paragraph 9(1) of the Instrument, no Governor shall receive an allowance in relation to his or her role as a Governor. Governors may claim reasonable expenses associated with their work as governors in line with the University's policy and procedure on expenses

## **19. Elections for Board Officers and Committee Officers**

- 19.1. The Board shall establish procedures for its elections to Chairs and Deputy Chairs of the Board and its Committees and any other Officers of the Board. The Senate shall establish procedures for its elections to Membership
- 19.2. Pursuant to Article 6, a Chair and Deputy Chair of the Board shall be elected by the Governors through annual affirmation at the start of the second and third year,

having been elected and made commitment to the office for a term of three years. Where so designated as an elected role, the Chair or Deputy Chair of Committees of the Board shall be elected for a three year term of office

- 19.3. The Chair and Deputy Chair of the Board may be elected for a second term of three years, being subject in each case to an annual renewal process pursuant to Article 6.1. A period of six years shall be the maximum period that a person may hold the office of a Chair or Deputy Chair of the Board
- 19.4. All Governors, except the Vice Chancellor and the staff and student governors shall be eligible to be nominated as Chair or Deputy Chair of the Board. All Governors shall be eligible to make nominations and to vote in an election for the Chair or Deputy Chair of the Board

## **20. Fees**

- 20.1. Pursuant to Article 12.1, the Board shall approve the policy on student fees as part of the confirmation of budget for the financial year and shall approve the final Access and Participation Plan on recommendation from the Vice Chancellor

## **21. Delegation of Powers**

### **Committees**

- 21.1. Pursuant to paragraph 8 of the Instrument and Article 4, and subject to Article 4.3, the Board shall delegate such powers as it sees fit to any Committee established pursuant to Bye-law 4. Such delegation shall be defined in the Terms of Reference and approved by the Board when determining the Terms of Reference
- 21.2. Pursuant to Article 3.7, the Senate shall delegate such powers as it sees fit to any Committee established pursuant to Bye-law 4. Such delegation shall be defined in the Terms of Reference and approved by the Senate when determining the Terms of Reference

### **Chair of Board**

- 21.3. Pursuant to paragraph 8 of the Instrument and Article 4, and subject to Article 4.3, the Board shall delegate authority to empower the Chair of the Board to take such action as may in his or her reasonable opinion be necessary or desirable in the interests of the University on any urgent matter arising between meetings of the Board or its Committees. A report of any such action shall be made available to the next Board or Committee meeting as appropriate. Where deemed appropriate, the Chair shall use electronic means to secure Board or Committee authorisation for action. The Chairs of Board Committees are similarly empowered with respect to the work of their Committees

### **Chair of Senate**

- 21.4. Pursuant to Article 3.3 the Board shall delegate authority to empower the Chair of Senate to take such action as may in his or her reasonable opinion be necessary or

desirable in the interests of the University on any urgent matter arising between meetings of the Senate or its Committees. A report of any such action shall be made to the next available Senate or Committee meeting as appropriate. Where deemed appropriate the Chair shall use electronic means to secure Senate or Committee authorisation for action. The Chairs of Senate Committees are similarly empowered with respect to the work of their Committees

### **Vice Chancellor**

- 21.5. Pursuant to paragraph 8 of the Instrument and Article 4, and subject to Article 4.3, and in recognition of the direct authority of the actions of the Vice Chancellor under Article 3.2 or 3.3 as Chair of the Senate, the Board shall delegate to the Vice Chancellor the functions as set out in the Scheme of Delegation, and within the budget approved by the Board
- 21.6. Such delegation shall not occur where the use of the University seal is required

### **Senate**

- 21.7. Pursuant to Article 3.3, the Privy Council in granting degree-awarding powers to the University confers the overall responsibility for exercise of those powers on the Board and Board shall determine that its powers in this respect shall be exercised by the Senate
- 21.8. The Board delegates to Senate the function to determine the award of degrees, and honorary awards, upon individuals, in accordance with the powers conferred upon the University by the Privy Council
- 21.9. All such degrees and awards shall be conferred in the name of the Board and the Senate of the University

## **22. Financial Regulations**

- 22.1. Pursuant to Articles 12.2, 12.3 and 12.4, the Board shall approve Financial Regulations and Financial Procedures for the purpose of fulfilling its responsibilities over financial stewardship in the Articles, and shall review them annually

## **23. Board Communication**

- 23.1. Pursuant to the Articles, the Board, Senate and their Committees shall communicate with the members, the Staff and Students of the University, and other external stakeholders as shown in the following Bye-laws

### **Publication – Instrument and Articles**

- 23.2. Pursuant to paragraph 11 of the Instrument, and paragraph 15 of the Articles, members of the Board shall receive an electronic copy of the Instrument and the Articles which shall also be placed on the University Website

### **Publication of Minutes and Papers**



- 23.3. Subject to Bye-law 9.18 on confidentiality, a copy of:
- the agenda for every meeting of the Board and Senate
  - the signed minutes of every such meeting, excluding reserved business
  - any report, document or other paper considered at any such meeting, excluding confidential materials
- shall, in each case as soon as practicable, be made available at the University for inspection by students and staff at the University on request to the Clerk. The approved agendas and the approved open minutes shall be placed in the public domain through the University's website

### **Communication of notices**

- 23.4. Any notice or documentation to be given to or by any person pursuant to the Instrument, Articles or Bye-laws, shall be in writing or shall be given in electronic form. Such notice or documentation shall be delivered either
- personally
  - by sending it by post in a prepaid envelope addressed to the person at his or her address
  - by leaving it at the address of the person
  - by sending it in Electronic Form to the person's address
- 23.5. A person who does not register an address with the University or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the University
- 23.6. A person present in person at any meeting of the University shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 23.7. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice and documentation was given. Proof that an electronic form of notice and documentation was given shall be conclusive where the University can demonstrate that it was properly addressed and sent
- 23.8. Notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of an electronic form of communication, 48 hours after it was sent

## **24. University Seal**

- 24.1. Pursuant to paragraph 10 of the Instrument, in addition to the Chair of the Board, the Deputy Chair, and the Chair of the Audit Committee shall be deemed the other members authorised generally or specially by the Board to act for that purpose

## **25. University Premises**

- 25.1. Pursuant to Article 12.5, the University premises shall be understood as:  
Waterside Campus  
Park Campus Halls of Residence

Avenue Campus including residences  
 The Icon Building in Daventry  
 The Halls of Residence at St John's House and St John's  
 The Podiatry Clinic  
 Uno Buses Service Area - Unit 3 Crofton Court, 11 Owl Close, Moulton Park  
 Northampton Innovation Centre, Greenfields, Town Centre  
 The VC's residence - Greenfields, 259 Boughton Green Road  
 Gallagher Field

## 26. Changes to Bye-Laws, Policies and Procedures

- 26.1. Pursuant to paragraph 14 of the Articles, changes or additions to these Bye-laws shall be reviewed as required and annually at the first meeting of the Board in the academic year

Version	Date	Comments
D1.0	20 November 2013	First Issue
D1.1	26 February 2014	Update
D1.2	21 May 2014	Update
D1.3	January 2015	Update
D1.4	February 2015	Update
D1.5	June 2015	Update
D2.0	3 July 2015	Approved as First Issue
D2.1	August 2015	Chair's Action Update
R3.0	September 2015	Approved as First Issue
D4.0	21 September 2016	Approved by Board of Governors
D4.1	26 September 2016	Draft update for approval
D4.2	25 January 2016	Updates to Section 1 and 16 approved by Board of Governors
D4.3	18 October 2017	Update to Section 8 - approved by the Board
D4.4	19 September 2018	Updates following annual review
R4.5	17 April 2019	Change to item 6.8 following approval of the Board of Governors on 17/04/19