

# INSTRUMENT OF GOVERNMENT OF THE MIDDLESEX UNIVERSITY HIGHER EDUCATION CORPORATION

## 1

### INTERPRETATION

#### 1.1

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

**“Academic Board”**

means the Academic Board of the University

**“Articles”**

means the Articles of Government in accordance with which the University is conducted

**“Board of Governors”**

means the members of the Board of Middlesex University and its charity trustees

**“Clerk”**

means the person appointed under the Articles to the office of Clerk to the Board of Governors

**“Corporation”**

means the Middlesex University Higher Education Corporation

**“Independent Member(s)”**

means members of the Board of Governors who are neither staff nor students at the University

**“Instrument”**

means the Instrument of Government of the University

**“Internal Members”**

means members of the Board of Governors who are members of staff or students at the University

**“Principal Powers”**

shall have the meaning set out in section 3.1

<b>“Regulations”</b>	means any rules, bye-laws or procedures established by the Board of Governors in accordance with the Articles in order to regulate the conduct of its business or that of the University
<b>“Regulator”</b>	means the Office for Students, the non departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England or any successor body
<b>“Staff”</b>	means both academic and other staff employed by the University
<b>“Student”</b>	means a person who is for the time being enrolled as a student at the University including any period when they been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any elected office held by them in the students’ union
<b>“Students’ union”</b>	means the students’ union of the University
<b>“University”</b>	means the Middlesex University established as a higher education corporation pursuant to the Education Reform Act 1988

**1.2** The Interpretation Act 1978 shall apply for the interpretation of the Instrument as it applies for the interpretation of an Act of Parliament.

## **2. OBJECTS**

**2.1** The object of the University is to advance education and research for the public benefit.

## **3. POWERS**

**3.1** The powers of the University are as provided by section 123A of the Education Reform Act 1988 (as amended from time to time) (the “Principal Powers”).

[Note: these are as follows:-

- *“to provide higher education;*
- *to provide further education;*
- *to carry out research and to publish the results of the research or any other material arising out of or connected with it in such manner as the University think fit.*

**3.2** Pursuant to Section 123B of the Education Reform Act 1988, the University also has the supplementary power do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of any of the Principal Powers which shall include, without limitation, the powers set out in the Articles of Government.

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

**4.1** The Board of Governors shall consist of:

**4.1.1** the Vice-Chancellor

**4.1.2** the Independent Members; and

**4.1.3** the Internal Members.

**4.2** The Board of Governors shall determine and prescribe in Regulations its membership numbers and composition, provided always that the Independent Members must form the majority of the members of the Board of Governors.

**4.3** The Board of Governors shall appoint the Independent Members and the Internal Members.

#### **5. TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS**

**5.1** The Board of Governors shall determine the periods of office of the Independent Members and the Internal Members, provided that such terms do not exceed those prescribed or endorsed by the Regulator. Such members shall hold and vacate office in accordance with the terms of their appointment.

**5.2** A member of the Board of Governors may at any time by notice in writing to the Secretary resign their office, which will become vacant from the date of receipt of the notice or date of resignation specified in the notice (whichever shall be the later).

**5.3** If at any time the Board of Governors are satisfied that any member of the Board of Governors:

**5.3.1** has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors;

**5.3.2** is unable or unfit to discharge the functions of a member; or

**5.3.3** is not 'fit and proper' to act in such capacity as determined by criteria set by the Regulator.

The Board of Governors may by notice in writing remove that member from office, and the office shall become vacant upon delivery of the notice.

- 5.4** Where an Internal Member 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 become vacant at the same time.

## **6. MEMBERS ALLOWANCES, BENEFITS AND REMUNERATION**

- 6.1** The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

- 6.2** The University may, and may only, confer benefits on members of the Board of Governors if the benefit has been authorised by the Board of Governors in accordance with the Regulations, which must comply with the Charity Commission's guidelines. In this paragraph, "benefit" includes:

- (a) buying any goods or services from the University;
- (b) selling goods, services or any interest in land to the University;
- (c) being employed by, or receiving any remuneration from the University;
- (d) receiving any other financial benefit from the University.

## **7. SEAL**

- 7.1** The application of the seal of the University shall be authenticated by the signature of a member of the Board of Governors, and/or some other officer authorised specifically by the Board of Governors to act for that purpose.

- 7.2** The University Seal shall be held under secure arrangements by the Clerk to the Board.

## **8. AMENDMENTS TO THE INSTRUMENT OF GOVERNMENT**

- 8.1** The University may vary, replace or revoke this Instrument of Government in accordance with the requirements set out in the Articles of Government, provided that such changes would not result in the University ceasing to be a charity.

## **9. DATE OF INSTRUMENT**

- 9.1** This Instrument is dated 2 August 2021 and comes into immediate operation from that date.