

Instrument of Government of the University of Portsmouth

1 January 2020

1. Interpretation

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

"Academic Council"	means the Academic Council 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 the University of Portsmouth 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 University of Portsmouth Higher Education Corporation
"External 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 Member(s)"	means members of the Board of Governors who are members of staff or students at the University
"Objects"	Shall have the meaning set out in section 2.1
"Principal Powers"	shall have the meaning set out in section 3.1
"Regulations"	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
"Regulator"	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
"Senior postholder"	means the Vice Chancellor; Deputy Vice-Chancellor; Chief Operating Officer and Deputy Vice-Chancellor; Pro Vice-Chancellor (Global Engagement and Partnerships); Pro-Vice Chancellor (Research and Innovation); the Executive Director of Finance; and the Executive Director of Corporate Governance (the role that is designated as Clerk to the Board of Governors). The Board of Governors may add or remove roles from this designation.

“Staff”	means both academic, professional services and other staff employed by the University
"Student"	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
“Students’ Union”	means the students' union of the University
"University"	means the University of Portsmouth 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").
- 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 (unless they choose not to be a member);
 - 4.1.2 the External 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 External Members must form the majority of the members of the Board of Governors.
- 4.3 The Board of Governors shall appoint the External Members and the Internal Members in accordance with Regulations.

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 External 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 Clerk 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. Allowances

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

7. Seal

- 7.1 The application of the seal of the University shall be authenticated by the signatures of any two members of the Board of Governors, one of whom must be an External Member.
- 7.2 The University Seal shall be held under secure arrangements by the Clerk.

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 25 November 2019 and shall come into operation on 1 January 2020.