



At the Council Chamber, Whitehall

THE 13th DAY OF SEPTEMBER 2018

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

WHEREAS section 124A(1) of the Education Reform Act 1988(a) (hereinafter referred to as "the Act") provides that higher education corporations established on or after the appointed day (being 6th May 1992) shall have an instrument of government, and section 124A(2) of that Act provides that the initial instrument of government of such a higher education corporation shall be such as is prescribed by an Order of the Privy Council, and section 124A(4) of that Act provides that the said instrument of government shall comply with the requirements of Schedule 7A to the Act and may make any provision authorised to be made by the said Schedule 7A and such other provision as may be necessary or desirable:

AND WHEREAS Hartpury College higher education corporation is a higher education corporation to which section 124A(1) applies:

NOW, THEREFORE, Their Lordships, in exercise of the powers conferred upon Them by the said section 124A(2) are pleased to, and do hereby, make an instrument of government for Hartpury University as set out in the Schedule to this Order.

Ceri King
Deputy Clerk of the Council

(a) 1992 c.13

SCHEDULE

INSTRUMENT OF GOVERNMENT REFERRED TO IN THE FORGOING ORDER

1. Interpretation of the terms used

In this Instrument of Government —

- (a) any reference to “the Vice-Chancellor” shall include a person acting as vice-chancellor or equivalent title approved by the Board of Governors;
- (b) “the Clerk” means the Clerk to the Board of Governors;
- (c) “the Corporation” means any higher education corporation to which this Instrument applies;
- (d) “the institution” means the institution (having university title) which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Education Reform Act 1988 (“the Act”);
- (e) “this Instrument” means this Instrument of Government;
- (f) “Board of Governors” means the members of the Corporation;
- (g) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other and also includes meetings by written resolutions and by e-mail as set out in the Corporation’s Standing Orders;
- (h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (i) “Vice-Chancellor” means the Principal;
- (j) “staff member” and “student member” have the meanings given to them in clause 2;
- (k) “the Secretary of State” means the Secretary of State for Education;
- (l) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (m) “the students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (n) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

2. Composition of the Board of Governors

(1) The Board of Governors shall consist of —

- (a) not less than nine or more than fourteen members who appear to the Board of Governors to have both the necessary skills and a balance of the necessary skills to ensure that the Board of Governors carries out its functions under article 3 of the Articles of Government (of which up to thirteen 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);
- (b) the Vice-Chancellor of the institution;

- (c) one person co-opted by the Board of Governors who has experience of the provision of education;
- (d) one person who is a member of the institution's staff and has a contract of employment with the institution and who has been nominated and elected as set out in paragraph (3), ("staff member"); and
- (e) one person who is a student at the institution and has been nominated and elected by their fellow students, or if the Board of Governors so decides, by the students union ("student member").

(2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union but shall not also be a member of any Corporation subsidiary company board conducting a further education institution.

(3) The staff member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff but shall not also be a member of any Corporation subsidiary company board conducting a further education institution.

(4) A person (other than a person appointed in pursuance of sub-paragraphs (1)(d) or (1)(e)above) who is —

- (a) employed at the institution (whether or not as a teacher);
- (b) a full-time student at the institution; 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.

(5) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Board of Governors under paragraph (1).

3. Determination of membership numbers

(1) Subject to paragraph (2), the number of members of the Board of Governors and the number of members of each variable category shall be that decided by the Board of Governors.

(2) The Board of Governors may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that:

- (a) the number of members of the Board of Governors shall not be less than twelve or more than fifteen;
- (b) the Board of Governors shall secure that a majority of all members of the Board of Governors are independent members; and
- (c) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

(3) No determination under this clause shall terminate the appointment of any person who is already a member of the Board of Governors at the time when the determination is made.

4. Transitional arrangements

- (1) The appointment of the first members of the Board of Governors shall be by the Secretary of State in accordance with section 122A(2)(b) of the Act.
- (2) Where, following the last determination, the membership of the Board of Governors does not conform in number to that determination —
 - (a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members; but
 - (b) the Board of Governors shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

5. Appointment of the members of the Board of Governors

- (1) The Board of Governors shall be the appointing authority subject to paragraph (2) below. The Board of Governors shall determine the period of office of each person in the variable categories in clause 2 above not being an ex officio role.
- (2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- (3) The appointing authority may decline to appoint a person as a staff or student member if —
 - (a) it is satisfied that the person has been removed from office as a member of a higher education corporation in the previous ten years; or
 - (b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
 - (c) the person is ineligible to be a member of the Board of Governors because of clause 8.
- (4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

6. Appointment of the Chair and Vice-Chair

- (1) The members of the Board of Governors shall appoint a Chair and a Vice-Chair from among those members appointed under clause 2(1)(a) above.
- (2) Neither the Vice-Chancellor nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If both the Chair and the Vice-Chair are absent from any meeting of the Board of Governors, the members present shall choose someone from among themselves to act as Chair for that meeting.

- (4) The Chair and Vice-Chair shall hold office for such period as the Board of Governors decides.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Board of Governors is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Board of Governors is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the Board of Governors shall appoint a replacement from among themselves.
- (9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the Board of Governors shall appoint a replacement from among themselves.
- (10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Board of Governors under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

7. Appointment of the Clerk to the Board of Governors

- (1) The Board of Governors shall appoint a person to serve as its Clerk, but the Vice-Chancellor, staff or student member may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Board of Governors shall appoint a person to serve as a temporary Clerk, but the Vice-Chancellor, staff or student member may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Board of Governors and any of its committees.

The Clerk may also be a member of staff at the institution.

8. Persons who are ineligible to be members

- (1) No one under the age of 18 years may be a member, except as a student member.

- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Vice-Chancellor.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—
- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment; or
 - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—
- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of one day or more; or
 - (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years; or

(d) that person has at any time been disqualified for an offence against a child under Part II (Protection of Children) of the Criminal Justice and Court Services Act 2000 or is barred from a regulated activity involving children and vulnerable adults under the Safeguarding Vulnerable Groups Act 2006; or

(9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a member of the Board of Governors becoming aware that he or she should be disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

9. The term of office of a member

(1) A member of the Board of Governors shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years. For the avoidance of doubt members appointed under clause 4(1) above's term of office shall start on the date of their appointment under clause 4(1).

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member. Members shall not serve for more than a maximum of eight years.

(3) Paragraph (2) is subject to any rule or bye-law made by the Board of Governors under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

10. Termination of membership

(1) A member may resign from office at any time by giving notice in writing to the Clerk.

(2) If at any time the Board of Governors is satisfied that any member –

(a) is unfit or unable to discharge the functions of a member; or

(b) has been absent from meetings of the Board of Governors for a period longer than six consecutive months without the permission of the Board of Governors; or

(c) has brought him or herself or the institution into disrepute or threatened to do;
or

(d) the person has breached any code of conduct applying to members of the Board of Governors from time to time,

the Board of Governors may by notice in writing to that member remove the member from office and the office shall then be vacant.

(3) Any person who is a member of the Board of Governors by virtue of being a member of the staff at the institution, including the Vice-Chancellor, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(4) A student member shall cease to hold office —

(a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Board of Governors may decide; or

(b) if expelled from the institution,

and the office shall then be vacant.

11. **Members not to hold interests in matters relating to the institution**

(1) A member to whom paragraph (2) applies shall —

(a) disclose to the Board of Governors the nature and extent of the interest; and

(b) if present at a meeting of the Board of Governors, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

(c) withdraw, if present at a meeting of the Board of Governors, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Board of Governors or committee present at the meeting.

(2) This paragraph applies to a member who —

(a) has any financial interest in —

(i) the supply of work to the institution, or the supply of goods for the purposes of the institution;

(ii) any contract or proposed contract concerning the institution; or

(iii) any other matter relating to the institution; or

(b) has any other interest of a type specified by the Board of Governors in any matter relating to the institution.

(3) This clause shall not prevent the members considering and voting upon proposals for the Board of Governors to insure them against liabilities incurred by them arising out of their office or the Board of Governors obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Board of Governors or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

(a) need not disclose a financial interest; and

(b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Board of Governors as a whole and does not seek to represent the interests of any other person or body, but

(c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those

negotiations. The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

12. Meetings

- (1) The Board of Governors shall meet at least four times per year, and shall hold such other meetings as may be necessary.
- (2) Meeting includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other and also includes meetings by written resolutions and by e-mail.
- (3) Subject to paragraphs 5 and 6 and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board of Governors written notice of the meeting and a copy of the proposed agenda.
- (4) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- (5) A meeting of the Board of Governors, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- (6) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- (7) Every member shall act in the best interests of the Board of Governors and shall not be bound to speak or vote by mandates given by any other body or person.
- (8) The Board of Governors shall determine any allowances to be paid to members of the Board of Governors or to members of its committees.

13. Quorum

- (1) Meetings of the Board of Governors shall be quorate if the number of members present is at least 40% of the total number of members (including a majority of members appointed under clause 2(1)(a)), determined according to clause 3.
- (2) If the number of members present for a meeting of the Board of Governors does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Board of Governors there ceases to be a quorum, the meeting shall be terminated at once.

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

14. Proceedings of meetings

(1) Every question to be decided at a meeting of the Board of Governors shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

(2) Where, at a meeting of the Board of Governors, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

(3) A member may not vote by proxy or by way of postal vote.

(4) No resolution of the Board of Governors may be rescinded or varied at a subsequent meeting of the Board of Governors unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Board of Governors who is a member of staff at the institution, including the Vice-Chancellor, shall withdraw —

(a) from that part of any meeting of the Board of Governors, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

(b) from that part of any meeting of the Board of Governors, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;

(c) from that part of any meeting of the Board of Governors, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and

(d) if so required by a resolution of the other members present, from that part of any meeting of the Board of Governors or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

(6) A student member who is under the age of 18 shall not vote at a meeting of the Board of Governors, or any of its committees, on any question concerning any proposal —

(a) for the expenditure of money by the Board of Governors; or

(b) under which the Board of Governors, or any members of the Board of Governors, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(7) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member

shall withdraw from that part of any meeting of the Board of Governors or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(8) In any case where the Board of Governors, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall —

- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (b) where required to do so by a majority of the members, other than student members, of the Board of Governors or committee present at the meeting, withdraw from the meeting.

(9) The Clerk —

- (a) shall withdraw from that part of any meeting of the Board of Governors, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
- (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Board of Governors is required to withdraw under paragraph (5).

(10) If the Clerk withdraws from a meeting, or part of a meeting, of the Board of Governors under paragraph (10), the Board of Governors shall appoint a person from among themselves to act as Clerk during this absence.

(11) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Board of Governors, the Board of Governors shall appoint a person from among themselves to act as Clerk to the committee during this absence.

15. Minutes

(1) Written minutes of every meeting of the Board of Governors shall be prepared, and, subject to paragraph (2), at every meeting of the Board of Governors the minutes of the last meeting shall be taken as an agenda item.

(2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

(3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which the staff member, the Vice-Chancellor, the student member or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

16. Public access to meetings

The Board of Governors shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Vice-Chancellor and in making its decision, it shall give consideration to clause 17(2).

17. Publication of minutes and papers

- (1) Subject to paragraph (2), the Board of Governors shall ensure that a copy of —
- (a) the agenda for every meeting of the Board of Governors; and
 - (b) the signed minutes of every such meeting;

shall be made available on the institution's website as soon as reasonably practicable.

(2) There shall be excluded from any item made available for inspection any material relating to —

- (a) a named person employed at or proposed to be employed at the institution;
- (b) a named student at, or candidate for admission to, the institution;
- (c) the Clerk; or
- (d) any matter which, by reason of its nature, the Board of Governors is satisfied should be dealt with on a confidential basis.

18. Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Board of Governors and shall be available for inspection on the institution's website.

19. Change of name of the Corporation

The Corporation may change its name with the approval of the Privy Council.

20. Application of the seal

The application of the seal of the Corporation shall be authenticated by —

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Board of Governors to act for that purpose; and
- (b) the signature of any other member.