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**Instrument of Government**

*Cardiff Metropolitan University*

HIGHER EDUCATION CORPORATION

**CARDIFF METROPOLITAN UNIVERSITY**

**HIGHER EDUCATION CORPORATION**

# INSTRUMENT OF GOVERNMENT

The Privy Council in pursuance of the provisions of the Education Reform Act 1988 as amended by the Further and Higher Education Act 1992 hereby order as follows:

# INTERPRETATION

(1) In this Instrument, the following expressions shall have the following meanings:

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| "the Academic Board" | means the Academic Board of the University |
| "the Act" | means the Education Reform Act 1988 as amended from time to time |
| "the Articles" | means the Articles of Government in accordance with which the University is conducted |
| "the Board of Governors" | means the members of the governing body of the University who are also its charity trustees |
| "Co-opted Members" | means individual members of the Board of Governors:-a) who are appointed by the members of the Board of Governors who are not Co-opted Members;b) of which at least one shall have experience in the provision of education; andc) may be a member of staff or a student of the University or an elected member of any local authority |
| "Independent Members" | means individual members of the Board of Governors who are neither a member of staff nor Student or an elected member of any local authority and whom have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession |
| "the Instrument" | means the Instrument of Government of the University |
| "Student" | means any student enrolled on a programme of study at the University and any individual 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 the student has 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 him/her in the student union at the University |
| "the Vice-Chancellor and Principal" | means the principal academic and chief executive officer of the University |
| "the University" | means Cardiff Metropolitan University, a higher education corporation established under the Act |

(2) the Interpretation Act 1978 (and, where applicable, the Legislation (Wales) Act 2019) shall apply for the interpretation of the Instrument as it applies for the interpretation of an Act of Parliament.

# NAME OF THE UNIVERSITY

(1) The Board of Governors may resolve to change the name of the University with the consent of the Privy Council.

# MEMBERSHIP OF THE BOARD OF GOVERNORS

1. The Board of Governors shall consist of at least twelve and not more than twenty-four members as follows:
	1. the Vice-Chancellor and Principal, unless the Vice-Chancellor and Principal chooses not to be a member;
	2. up to thirteen Independent Members;
	3. up to two members of the academic staff at the University nominated by the Academic Board
	4. up to two may be Students nominated by the Students; and
	5. at least one and not more than nine shall be Co-opted Members.
2. The Board of Governors shall be the appointing authority in relation to the appointment of any member of the Board of Governors and it shall be the Board of Governors which shall determine whether any person is qualified in for appointment in a particular category of membership of the Board of Governors.

# MEMBERSHIP NUMBERS AND TERMS OF OFFICE

1. The Board of Governors shall, from time to time, determine the number of members in each of the categories of membership, subject to the limits set out in paragraph 3.(1) above. Any such determination shall not have the effect of terminating the appointment of any existing member of the Board of Governors.
2. The Board of Governors shall:-

(a) at all times, ensure that at least half of its membership shall be Independent Members;

(b) determine the period of office of members in each of the categories of membership set out in paragraph 3. (1).

(3) A member of the Board of Governors automatically ceases to be a member if they:

(a) are disqualified under the Charities Act from acting as a charity trustee;

(b) are incapable, whether mentally or physically, of managing their own affairs;

(c) are absent without the prior approval of the Chair from four consecutive meetings of the Board of Governors and is asked by a majority of the other members of the Board of Governors to resign;

(d) resign by written notice to the University Secretary; or

(e) are removed by a resolution passed by a majority of the other members of the Board of Governors after they have invited the views of the member concerned and considered the matter in the light of any such views.

# VACANCIES IN THE MEMBERSHIP OF THE BOARD OF GOVERNORS

1. Where a vacancy in the office of an Independent Member arises on any existing Independent Member ceasing to hold office on the expiry of his/her term of office:
	1. his/her successor shall not be appointed more than six months before the expiry of that term; and
	2. the appointing authority in relation to the appointment of his/her successor:
		1. shall be the Board of Governors (with the approval of the current Independent Members by majority decision) if the appointment is made not less than three months before the expiry of that term; or
		2. if the appointment is not so made, shall be the current Independent Members.
2. Where a vacancy in the office of an Independent Member 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 a successor:
	1. shall be the Board of Governors (with the approval of the current Independent Members by majority decision) 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
	2. if the appointment is not made within that period, shall be the current Independent Members.
3. If the number of Independent Members falls below the number needed in accordance with the Articles of Government for a quorum, the Welsh Ministers are the appointing authority in relation to the appointment of such number of Independent Members as is required for a quorum.

# OFFICERS

The Board of Governors shall appoint from among its Independent Members a Chair and any other officers which the Board may determine from time to time.

# COMMITTEES

 The Board of Governors may establish committees which may include persons who are not members of the Board of Governors.

# ALLOWANCES

 The Board of Governors shall determine any allowances to be paid to members of the Board of Governors in accordance with charity law.

# SEAL OF UNIVERSITY

The application of the seal of the University shall be authenticated by the signature of any two members of the Board of Governors or by the signature of any one member of the Board of Governors and the University Secretary.

**10. DATE OF INSTRUMENT**

This Instrument shall come into effect on 01 March 2024.