

Liverpool John Moores University Instrument of Government

In exercise of the powers conferred upon it by section 124ZA of the Education Reform Act 1988 Liverpool John Moores University Higher Education Corporation makes the following Instrument of Government in accordance with which the Corporation will be constituted:

1. Interpretation

In this Instrument, the following expressions shall have the meanings indicated in this paragraph:

"Academic Board" means the Academic Board of the University;

"Act" means the Education Reform Act 1988 as amended from time to time;

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

"Board of Governors" means the members of the Corporation;

"Corporation" means Liverpool John Moores University Higher Education Corporation;

"OfS" means the Office for Students or any successor regulatory authority or body;

"Secretary of State" means the Secretary of State for Education or any successor thereto;

"University" means Liverpool John Moores University which the Corporation has been established to conduct.

"University Secretary" means the person appointed as such under the Articles.

2. Name of the Corporation

The Board of Governors may change the name of the Corporation with the consent of the OfS.

3. Powers

The powers of the Corporation shall be those of a body corporate created by the Act and shall be exercisable by the Board of Governors, subject to any relevant regulations, orders or directions made by the Secretary of State or the OfS.

4. Membership of the Board of Governors

4.1 The Board of Governors shall consist of:

- (a) not less than fifteen and not more than twenty-two members (the majority of whom shall not be members of staff or students of the University) appointed in accordance with the following provisions; and
- (b) the Vice-Chancellor and Chief Executive of the University.

4.2 Of the appointed members:

- (a) up to fifteen shall be independent members appointed by the Board of Governors;
- (b) two shall be members of the academic staff of the University nominated by the Academic Board;
- (c) one shall be a member of the academic staff of the University elected by the academic staff;
- (d) one shall be a member of the professional services staff of the University elected by the professional services staff;
- (e) two shall be students of the University nominated by the students thereof.

The Board of Governors shall make rules governing the appointment of independent members to the Board of Governors under sub-paragraph 4.2(a). Independent members shall be persons appearing to the Board of Governors to have experience of, and to have shown capacity in, industrial, commercial or employment matters and/or the practice of any profession.

The Board of Governors shall make rules governing the election of staff members under sub-paragraphs 4.2 (c) and (d).

A person (other than a person appointed in pursuance of sub-paragraphs 4.2 (b), (c), (d) or (e) above) who is:

- (a) employed at the University; or
- (b) a full-time student at the University

is not eligible for appointment as a member of the Board of Governors.

For the purposes of this paragraph a person 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 that person 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 that person in the Students' Union at the University.

It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with the preceding provisions of this

paragraph for appointment as a member of the Board of Governors of any description or within any category.

5. Tenure of Office of Members of the Board of Governors

5.1 An independent member appointed under sub-paragraph 4.2(a) shall hold office for an initial term of three years (or such shorter period as the Board of Governors may determine) and thereafter shall be eligible for re-appointment for a further term of three years. No independent member shall normally serve for more than two consecutive terms, except in exceptional circumstances when the Board of Governors may authorise up to three additional terms of one year each.

5.2 The Board of Governors shall determine the period of office of members in each of the categories set out in sub-paragraphs 4.2(b) – (e). Such members shall hold and vacate office in accordance with the terms of their appointment and may, on ceasing to be a member on completion of their period of office, be eligible for reappointment in accordance with rules made by the Board of Governors.

5.3 A person who is a member of the Board of Governors may at any time by notice in writing to the University Secretary resign from that office.

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

- (a) has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors;
- (b) is unable or unfit to discharge the functions of a member; or
- (c) is disqualified from acting by virtue of section 178 of the Charities Act 2011

the Board of Governors may by notice in writing to that member remove that member from office.

5.5 Where a member of the Board of Governors appointed as an Academic Board nominee, an elected staff member or a student nominee 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, that member shall cease to be a member of the Board of Governors.

6. Officers of the Board

The Board of Governors shall appoint from among their members a Chair, Deputy Chair and any other officers which the Board may determine, and shall determine their period of office. A member of the Board of Governors who is a member of staff or student of the University is not eligible for appointment as Chair or Deputy Chair.

7. Expenses and Register of Interests

- 7.1 The Board of Governors shall determine any expenses to be paid to members of the Board of Governors.
- 7.2 The Board of Governors shall maintain a register of interests of members of the Board of Governors and such other members of University staff as the Board of Governors determines.

8. Seal of Corporation

- 8.1 The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other person authorised generally or specially by the Board of Governors to act for that purpose, together with that of any other member of the Board of Governors.
- 8.2 The Corporation Seal shall be held under secure arrangements by the University Secretary.

9. Amendment of Instrument

This Instrument may be amended or replaced by a resolution of the Board of Governors in accordance with section 124ZA of the Act.

This Instrument shall come into operation on 29 November 2021.