

**INSTRUMENT OF GOVERNMENT
OF THE
ROYAL NORTHERN COLLEGE OF MUSIC HIGHER EDUCATION CORPORATION**

1. INTERPRETATION

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

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

"the Office for Students" means the Office for Students as provided for by the Higher Education and Research Act 2017;

"the Corporation" means the Royal Northern College of Music Higher Education Corporation;

"the College" means the Royal Northern College of Music, which the Corporation has been established to conduct, and includes its subsidiary undertakings as the context requires;

"the Instrument" means the Instrument of Government of the Corporation;

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

"the Board of Governors" (hereinafter "the Board") means the members of the Corporation, or the Board of Governors of the College, as the context requires;

"the Principal" means the Principal of the College appointed by the Board under the Articles as the chief executive officer of the College;

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

"the Academic Board" means the Academic Board of the College constituted in accordance with the Articles;

"the staff" includes both teaching and non-teaching staff of the College;

"the students' union" means any association of the generality of students formed to further the educational purposes of the College and the interests of students as students, and recognised as such by the Board;

2. NAME AND STATUS OF THE CORPORATION

(1) The Royal Northern College of Music Higher Education Corporation is a Higher Education Corporation in England incorporated under the provisions of the Education Reform Act 1988 as amended by the Higher Education and Research Act 2017, and duly entered on the Register of higher education providers in England established and maintained by the Office for Students.

(2) The Board may, by resolution, change the name of the Corporation.

3. POWERS, DUTIES AND RESPONSIBILITIES

- (1) Pursuant to Section 123B of the Act, a higher education corporation in England has power to do anything which appears to the corporation to be necessary or expedient for the purpose of, or in connection with, the exercise of any of their principal powers. The principal powers of the Corporation shall be, through the College, to provide higher and further education, and 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 Corporation think fit.
- (2) Pursuant to Section 124E of the Act, the affairs and business of the College shall be conducted in accordance with Articles of Government, to be made by the Corporation. *Inter alia* these:
 - (a) shall determine the powers and functions to be exercised in relation to the College by the Board, the Principal and the Academic Board; and
 - (b) may regulate the constitution and functions of committees established pursuant to paragraph 8 below and by the Academic Board, and provide for the delegation of functions of the Board and the Academic Board to such committees, to the Chair of the Board (appointed pursuant to sub-paragraph 7(1) below) or to the Principal, as the case may be.
- (3) Subject to paragraph 11 below, the Corporation may vary, replace or revoke this Instrument, but it shall not make any such changes which would result in the Corporation ceasing to meet the public interest governance condition required by Section 14(1) of the Higher Education and Research Act 2017, or (but for Section 125A of the Education Reform Act 1988) would result in the Corporation ceasing to be a charity.

4. MEMBERSHIP OF THE BOARD

- (1) The Board is the appointing authority in relation to the appointment of any member of the Board in the categories provided for in sub-paragraph 4(3) below. All members so appointed shall be subject to the same terms and conditions, and enjoy the privileges, of membership as may be provided for herein, irrespective of the category in which they hold appointment.
- (2) The Board shall consist of:
 - (a) no fewer than twelve and no more than twenty four members appointed in accordance with the following provisions; and
 - (b) the Principal *ex officio*, unless he/she chooses not to be a member.
- (3) Of the appointed members:
 - (a) a majority shall be persons who are neither employed by, nor registered students of the College who the Board considers to have experience and capability relevant to the requirements of the College, and to be independent and impartial (*independent members*);
 - (b) the remaining number shall be persons holding contracts of employment with

the College (*staff members*), and registered students of the College (*student members*). A person who is not for the time being registered as a student at the College shall be treated as such a student during any period when he/she has been granted leave of absence from the College for the purposes of study or travel, or when carrying out the duties of any elected sabbatical office held by him/her in the Students' Union at the College.

- (4) It shall be for the Board 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 any description or in any category, including fulfilling those criteria prescribed by the Office for Students for determining if it is 'fit and proper' for such person to hold office. The aforesaid criteria, as prescribed by the Office for Students from time to time, shall be specified in Regulation.
- (5) The validity of any proceedings of the Corporation, or of any committee established pursuant to paragraph 8 below, shall not be affected by a vacancy amongst the members or by any defect in the appointment or nomination of a member.

5. DETERMINATION OF MEMBERSHIP NUMBERS

- (1) Within the framework set out in paragraph 4, the Board shall make a determination, set out in Regulation, with respect to its membership numbers which shall fix the number of members in each aforementioned category of the appointed membership of the Board, subject to any limits applicable in relation to that category in accordance with sub-paragraphs 4(2) and 4(3) above.
- (2) Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Board at the time when it takes effect, and may be varied by a subsequent determination.

6. TENURE OF OFFICE OF MEMBERS OF THE BOARD

- (1) The Board shall determine the period of office of its members (other than *ex officio* members) in each of the categories set out in sub-paragraph 4(3) above. Such members shall hold and vacate office in accordance with the terms of their appointment and shall, on completion of their period of office, be eligible for reappointment as provided for below
- (2) A member of the Board may at any time by notice in writing to the Clerk resign his/her office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein, whichever shall be the later, whereupon the casual vacancy so created shall be filled as provided for below.
- (3) Members of the Board other than *ex officio* members (but otherwise irrespective of category of membership) shall each hold office for a period of three calendar years (a 'term'), subject to the provisions of paragraph 6(2) above. In accordance with this scheme of membership, the initial period of office of such members may be adjusted in order to ensure that vacancies occur in approximately equal numbers within the respective categories of membership in successive years. Arrangements to fill a casual vacancy shall be made as soon as conveniently possible by the Board and shall be for the unexpired portion of the previous member's term of office.

- (4) Members of the Board, other than *ex officio* members (but otherwise irrespective of category of membership) may be reappointed, but shall not, subject to what follows, serve continuously for more than three terms of three calendar years, excluding any period of less than two years served initially through appointment to a casual vacancy. Exceptionally, in the interests of the Corporation, the Board may approve the eligibility of a member to be appointed for an additional term of up to three calendar years. In the case of a member being appointed to a more senior position within the Board during the tenure of his/her ordinary membership (for instance, Chair or Deputy Chair), the Board may, at its discretion, discount the period of office already served, or any part thereof, as contributing to the total allowable period of office as specified above.
- (5) If at any time the Board is satisfied that any of its members, having regard to subparagraph 4(4) above:
 - (a) has been absent from meetings of the Board for a period of twelve months without its permission; or
 - (b) is unable or unfit to discharge the functions of a member;the Board may by notice in writing to that member remove him/her from office, and thereupon the office shall become vacant.
- (6) Where a member of the Board appointed as a staff nominee in *Category 2*, or as a student nominee in *Category 3*, ceases before the end of his/her period of office to be a member of staff or a student of the College, as the case may be, his/her office shall thereupon become vacant, and be filled subsequently as a casual vacancy.

7. OFFICERS OF THE CORPORATION

The following shall be designated as Officers of the Corporation:

- (1) A Chair and Deputy Chair of the Board, and any other officers that the Board may determine, appointed by it from among its members in *Category 1* under conditions determined by the Board. They shall undertake such duties as may from time to time be assigned to them by the Board, and they shall hold office for such initial period, and on such terms and conditions, as the Board shall determine. They may be reappointed by the Board, but they shall not serve continuously for a total of more than six years unless, exceptionally, in the interests of the Corporation, the Board approves a further appointment of no more than three years. They may resign in writing addressed to the Board.
- (2) The persons appointed by the Board to be the Principal and chief executive officer of the College, unless he/she has chosen not to be a member of the Board, and the Clerk.

8. COMMITTEES

The Board may establish committees and permit such committees to include persons who are not members of the Board.

9. ALLOWANCES

The Board shall determine any allowances to be paid to its members.

10. SEAL OF THE CORPORATION

- (1) The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Board or some other person authorised generally or specially by the Board to act for that purpose, together with that of any other member of the Board.
- (2) The seal of the Corporation shall be held under secure arrangements by the **Clerk**.

11. AMENDMENT

The Corporation may vary, replace or revoke this Instrument by a resolution of the Board, as provided for by Section 124ZA(2) of the Act, provided that:

- (1) the changes proposed in the resolution continue to permit the Corporation to meet the public interest governance condition required by Section 14(1) of the Higher Education and Research Act 2017;
- (2) the changes proposed in the resolution (but for section 125A of the Act) do not result in the Corporation ceasing to be a charity;
- (3) the terms and substance of the resolution have been approved at an ordinary meeting of the Board by not less than two-thirds of the members present and voting; and
- (4) the resolution shall not be considered for approval by the Board until any individual or body expressly and specifically affected by the application each has had an opportunity to express an opinion thereon, and it shall be the duty of the Board to consider such an opinion.

12. DATE OF INSTRUMENT

This Instrument is made by resolution of the Board dated [28 February 2018] and shall come into operation on 1 August 2019.

13. COPIES OF INSTRUMENT OF GOVERNMENT

A copy of the Instrument of Government currently in force shall be provided to each member of the Board.