



Instruments and Articles of Government

Southport Education Group



Southport Education Group
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**INSTRUMENT OF GOVERNMENT
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1. Interpretation

In this Instrument of Government

- (a) 'member' means the members of the Corporation who hold such office by virtue of sections 2 and 3 of the Instrument of Government from time to time (e.g. independent governors, the Principal, any staff governors and any student governors) with the full rights and subject to all the duties and responsibilities of members of a statutory further education corporation, notwithstanding any other term which may be used to refer to such persons (for instance, independent members may also be referred to as 'full members', 'governors' or 'full governors' from time to time).
- (b) 'associate member' means any person co-opted or appointed from time to time in accordance with the provisions of the Instrument and Articles of Government or any rules, bye laws, standing orders, policies and procedures which the Corporation may adopt from time to time with those rights and subject to those duties and responsibilities as may be decided by the Corporation, notwithstanding any other term which may be used to refer to such persons (for instance, associate members may also be referred to as 'associate governors' or 'co-opted committee members' from time to time). Associate members shall not be members of the Corporation or hold voting rights at meetings of the Corporation but can attend and contribute to discussions.
- (c) any reference to 'the Principal' will include a person acting as Principal;
- (d) 'the Clerk' means the Clerk to the Corporation, acting as the Governance Professional, and includes anyone holding that position;
- (e) 'the Corporation' means the governing body of Southport Education Group;
- (f) 'the College' means Southport Education Group which the Corporation is established to conduct and any college for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;
- (g) 'this Instrument' means this Instrument of Government;
- (h) 'meeting' includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (i) 'necessary skills' means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (j) 'Secretary of State' means the Secretary of State for Education or its successor from time to time;
- (k) 'Staff' means a person or persons who have a contract of employment with Southport Education Group;
- (l) 'staff matters' means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.
- (m) a "variable category" means any category of members whose numbers may vary according to clauses 2 and 3.

2. Composition of the Corporation

2. (1) Subject to the arrangements in clause (4) the Corporation will consist of:
- (a) up to seventeen members, but not less than ten members, who appear to the to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government ('independent governors'); and
 - (b) the Principal; and
 - (c) at least one and not more than two members who are members of the institution's staff and have a permanent contract of employment with the institution. Each may be a member of the academic or non-academic staff, appointed by the Corporation following a nomination and interview process.
 - (d) up to two students who are students at the institution, appointed by the Corporation following a nomination and interview process.); and
- (2) 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 Corporation under paragraph 2.

3. Determination Of Membership Numbers

- (1) Subject to paragraph (2) [and the transitional arrangements in clause 4], the number of members of the Corporation, and the number of members of each variable category shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government.
- (2) The Corporation 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 Corporation, shall not be less than twelve or more than twenty two; and
 - (b) 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 Corporation at the time when the determination is made.

4. Transitional Arrangements

Where, following the last determination under the previous Instrument of Government, the membership of the Corporation does not conform in number to that determination:

- (a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
- (b) the Corporation 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 Corporation

- (1) Subject to Paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.

- (2) Under section 56A of the FHEA 1992, the Secretary of State only has such powers to appoint members in the case of intervention in a Corporation.
- (3) The Governing Body shall make regulations setting out the procedures for obtaining nominations for staff or student governors including, where appropriate, the procedures for any elections to obtain such nominations
- (4) 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 further 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; orthe person is ineligible to be a member of the corporation because of clause 8
- (5) 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 Chairs

- (1) The members of the Corporation will appoint a Chair and up to two Vice Chairs from among themselves.
- (2) Neither the Principal nor any staff or student governors will 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 Chairs are absent from any meeting of the Corporation, the members present will choose someone from among themselves to act as Chair for that meeting subject to the eligibility criteria in clause 6 (2).
- (4) The Chair and Vice-Chair shall hold office for such period as the Corporation decides. At the end of their respective terms of office, the Chair and Vice Chairs will be eligible for reappointment subject to any rule or bye-law made by the Corporation under Article (23) concerning the number of terms of office a person may serve.
- (5) The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Corporation is satisfied that the Chair or Vice Chairs are unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or a Vice Chair from office and the office will then be vacant.

7. Appointment of the Clerk to the Corporation

- (1) The Corporation will appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation will appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk will include a temporary Clerk appointed under paragraph 7(2)

- (4) Subject to clause 14, the Clerk will attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the institution. Any additional roles should not impact on the ability of the Clerk to remain independent or offer impartial advice to the Board.

8. Persons who are ineligible to be members

The following persons are ineligible to be appointed as a member of, or from continuing to be a member of, the Corporation:

- (1) anyone under the age of 18 years, except as a student governor;
- (2) the Clerk;
- (3) a person who is a member of staff of the College, except as a staff governor, or in the capacity of Principal;
- (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 or as an apprentice.
- (5) Subject to paragraphs (6) and (7), a person who is disqualified from being a trustee of a charity in accordance with sections 178-184 of the Charities Act 2011 (as amended from time to time). The relevant provisions of the Charities Act 2011 are available on request from the Clerk.
- (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 three months or more, without the option of a fine; 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.
- (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 Corporation becoming 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 Corporation 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.

(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.

(3) Paragraph (2) is subject to any rule or bye-law made by the Corporation 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 Corporation 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 Corporation for a period longer than six consecutive months without the permission of the Corporation; or
 - (c) has been guilty of any fraud or dishonesty or acted in any manner which, in the Corporation's opinion, brings or is likely to bring the Corporation into disrepute or is materially adverse to the Corporation's interests; or
 - (d) breaches the code of conduct applying to members of the Corporation

the Corporation may by notice in writing to that member suspend or remove the member from office.

- (3) Notwithstanding the provisions of paragraphs 10(1) and 10(2), any person who is a member of the Corporation by virtue of being a member of the staff at the College, including the Principal, will also cease to hold office upon ceasing to be a member of the staff.
- (4) Notwithstanding the provisions of paragraphs 10(1) and 10(2), any student governor will also 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 student as the Corporation may decide or
 - (b) if expelled from the College.

and the office shall then be vacant.

11. Members not to hold interests in the College

- (1) A member to whom paragraph (2) applies will
 - (a) disclose to the Corporation the nature and extent of the interest; and
 - (b) if present at a meeting of the Corporation, 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 Corporation, 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 Corporation 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 College, or the supply of goods for the purposes of the College;
 - (ii) any contract or proposed contract concerning the College; or
 - (iii) any other matter relating to the College; or
 - (b) has any other interest of a type specified by the Corporation in any matter relating to the College.
- (3) This clause will not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (4) Notwithstanding the remainder of this clause, the Corporation shall indemnify a relevant member against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Corporation. In this sub-clause 'relevant member' means any member or former member of the Corporation.

- (5) Where the matter under consideration by the Corporation 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 Corporation 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
- (6) The Clerk will maintain a register of the interests of the members which have been disclosed and the register will be made available during the College's normal office hours to any person wishing to inspect it.

12. Meetings

- (1) The Corporation will meet at least once in every term and will hold such other meetings as may be necessary.
- (2) Subject to paragraphs (4) and (5), and to clause 13 (4) all meetings will be called by the Clerk, who will, at least seven calendar days before the date of the meeting, send to the members of the Corporation notice of the meeting and a copy of the proposed agenda.
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair will, 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.
- (4) A meeting of the Corporation called a "special meeting" may be called at any time by the Chair, or at the request of five members, at least two of whom must be independent governors, in writing to the Clerk.
- (5) Where the Chair, or in the Chair's absence a 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.
- (6) Every member will act in the best interests of the Corporation and will not be bound to speak or vote by mandates given by any other body or person.
- (7) "Written" communication can include digital forms of communication including (but not limited to) email and announcements or messages through virtual Governance systems including (but not limited to) Microsoft Teams, Google Drive, One Drive or bespoke online governance platforms

13. Quorum

- (1) Meetings of the Corporation will be quorate if the number of members present is at least 40% of the total number of members, of which more than half must be independent governors.

- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting will not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting will 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.
- (5) Members who declare any interest in an item will not count towards the quorum for that item.

14. Proceedings of meetings

- (1) Every question to be decided at a meeting of the Corporation and its committees will 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 Corporation or a committee, there is an equal division of votes on a question to be decided, the chair of the meeting will 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 members may be rescinded, varied or reconsidered, for at least six months, 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 Corporation who is a member of staff at the institution, including the Principal, shall withdraw:
 - (a) from that part of any meeting of the Corporation, 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) in respect of the latter the member of staff need not disclose an interest, may take part in the consideration of the matter and vote on any question with respect to it and will count towards the quorum present at that meeting, provided that in so doing, the staff governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body,
 - (c) from that part of any meeting of the Corporation, 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) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - (e) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that members are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

- (6) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5)
- (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 Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (8) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the College, a student governor will
 - (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 governors, of the Corporation or committee present at the meeting, withdraw from the meeting.
- (9) The Clerk:
 - (a) will withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
 - (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5)
- (10) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation under paragraph (10), the Corporation will 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 Corporation will be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting will be taken as an agenda item.
- (2) Paragraph (1) will 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 will 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 will be approved as a true record and made available for public inspection.
- (4) Separate minutes will be taken of those parts of meetings from which staff governors, the Principal, student governors or the Clerk have withdrawn from a meeting in accordance with clause 14 (5), (6), (7), (8), (9) or (10) and such persons will not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- (5) Subject to confidential items not being published, the Clerk will ensure that the minutes of Corporation and committee meetings, if they have been approved by the Corporation or committee concerned, are published on the College's website and made available for inspection at the College by any person, during normal office hours.

16. Public access to meetings

- (1) Persons who are not members of the Corporation will not be admitted to meetings of the Corporation or its committees unless invited to do so by the Chair of the Corporation in respect of Corporation meetings, and a Committee Chair in respect of their Committee.
- (2) Notwithstanding the provisions of paragraph (1) associate members shall always be admitted to meetings of the Corporation or its Committees unless:
 - (a) the Corporation otherwise decides in its rules, bye laws, standing orders, policies and procedures adopted under Article 23 ;or
 - (b) the Chair of the Corporation in respect of Corporation meetings, and committee Chairs in respect of their committees otherwise decide on a case by case basis.

17. Publication of minutes and papers

- (1) Subject to paragraph (2), the Clerk will ensure that a copy of:
 - (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the agreed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

- (2) There will 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 College;
 - (b) a named student at, or candidate for admission to, the College;
 - (c) the Clerk; or
 - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the draft or approved minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (4) The Corporation shall review annually all material excluded from inspection under paragraph (2) (d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

18. Written resolutions

- (1) In addition to the provisions set out under clause 12, the Corporation and its committees may also adopt resolutions in writing without any meeting taking place.
- (2) A resolution in writing shall be as effectual as if it had been passed at a meeting duly convened and held provided that:
 - (a) a copy of the proposed resolution has been sent to all the members of the Corporation or the relevant committee entitled to attend and vote on the matter; and
 - (b) within 14 days of the date that the written resolution was issued to all the members of the Corporation or the relevant committee under paragraph (a), such number of members of the Corporation or the relevant committee as required if the resolution had been proposed at a meeting of the Corporation or of the relevant committee (as the case may be) have agreed to the resolution in writing.

- (3) The resolution may consist of several instruments in the like form each agreed by one or more members of the Corporation or of the relevant committee.
- (4) The adoption of the written resolutions shall be noted at the next meeting of the Corporation or the relevant committee.

19. Payment of expenses to members and associate members

(a) The Corporation may pay to its members, and associate members, such travelling, subsistence or other expenses as it decides.

(b) No member will be remunerated for their services as a member of the Corporation without the express written consent of the Charity Commissioner

20. Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the College upon request, during normal office hours, to every member of staff and every student.

21. Change of name of the Corporation

The Corporation may change its name with the approval of the Secretary of State.

23. Application of the seal

The application of the seal of the Corporation will be authenticated by:

- (1) the signature of either the Chair or a Vice Chair, or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- (2) the signature of any other member.

ARTICLES OF GOVERNMENT

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Interpretation

1. In these Articles of Government

- (a) any reference to 'the Principal' will include a person acting as Principal;
- (b) 'the Articles' means these Articles of Government;
- (c) 'Chair' and 'Vice Chair' mean respectively the Chair and any Vice Chair of the Corporation appointed under clause 6 of the Instrument of Government;
- (d) 'the Clerk' has the same meaning as in the Instrument of Government;
- (e) 'the Corporation' has the same meaning as in the Instrument of Government;
- (f) 'staff member' and 'student member' have the same meanings as in the Instrument of Government;
- (g) 'the Secretary of State' means the Secretary of State for Education or its successor from time to time;
- (h) 'senior post' means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (i) 'the staff' means all the staff who have a contract of employment with the College;
- (j) 'the students' union' means any association of students formed to further the educational purposes of the College and the interests of students, as students, or any representative body.

Conduct of the College

2. The business of the College will be conducted in accordance with the provisions of

- (1) the Instrument of Government;
- (2) these Articles;
- (3) College rules, policies and procedures established under Article 23,
- (4) the seven principles of public life as set out in the 'Second Report of the Nolan Committee on Standards in Public Life' May 1996;
- (5) United Kingdom and European Union legislation (to the extent this remains applicable in the United Kingdom as a matter of general law), directives and case law; and
- (6) any other regulatory requirements, such as the Financial Memorandum and the Audit Code of Practice and the Governance Code adopted by the Corporation.

Responsibilities of the Corporation, the Principal and the Clerk

3. (1) The Corporation will be responsible for the following functions:

- (a) determination and periodic review of the College's educational character and mission and oversight of its activities;
- (b) the approval of the College's overarching strategic direction and strategy;
- (c) approving the quality strategy of the College annually;
- (d) effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
- (e) approving annual estimates of income and expenditure;
- (f) appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk;

- (g) setting a framework for the pay and conditions of service of all other staff.
- (h) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and
- (2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief executive of the Corporation and will be responsible for
 - (a) making proposals to the Corporation about the educational character and mission of the College and implementing the decisions of the Corporation;
 - (b) the determination of the College's academic and other activities;
 - (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
 - (d) the organisation, direction and management of the College and leadership of the staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework approved by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the clerk is also a member of staff;
 - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk will be responsible for advising the Corporation on the operation of its powers, procedural matters, the conduct of its business and matters of governance practice.

The establishment of committees and delegation of functions generally

- 4. (1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk, and may delegate powers to
 - (a) such committees;
 - (b) the Chair, or in the Chair's absence, a Vice Chair; or
 - (c) the Principal.
- (2) The number of members of a committee, which may include associate members, and the terms on which they are to hold and to vacate office, will be decided by the Corporation.
- (3) The Corporation may also establish committees under collaboration arrangements made with other further education colleges or maintained schools (or with both), and such joint committees will be subject to any statutory or regulatory requirements.

The Search Committee

- 5. (1) The Corporation shall establish a committee, that will undertake the responsibilities of a "search committee", known as the "Governance committee", to advise on:
 - (a) the appointment of members; and
 - (b) such other matters relating to membership and appointments as the Corporation may ask it to.
- (2) The Corporation shall not appoint any person as a member without first consulting and considering the advice of the search committee.
- (3) The Corporation may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt

with on a confidential basis, shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

The Audit Committee

6. (1) The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

(2) The audit committee shall consist of at least three persons and shall operate in accordance with any requirements of the Department for Education.

(3) The Corporation may make rules specifying the way in which the audit committee is to be conducted. A copy of these rules, together with the committee's terms of reference shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.

Composition Of Committees

7. Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to Committees by non-members and publication of minutes

8. (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and

(b) the minutes of committee meetings, if they have been approved by the Chair of the meeting, are published on the institution's website and made available for inspection at the institution by any person, during normal office hours.

Delegable and non-delegable functions

9. The Corporation will not delegate the

(a) determination of the educational character and mission of the College;

(b) the approval of the College's overarching strategic direction and strategy;

(c) approval of the annual estimates of income and expenditure;

(d) responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets;

(e) appointment of the Principal or holder of a senior post;

(f) appointment of the Clerk; (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff) and

(g) modification or revocation of these Articles.

Delegable and non-delegable functions

10. (1) The Corporation may not delegate:

(a) the consideration of the case for dismissal; and

(b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

- (2) The Corporation shall make rules specifying the way in which a committee's functions under paragraph (1) shall be established and conducted.

Principal's delegation

11. The Principal may delegate functions to the holder of any other senior post other than the management of budget and resources and any other functions that have been delegated specifically to the Principal by the Corporation.

Appointment and promotion of senior post holders

12. (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:

- (a) advertise the vacancy nationally; and
- (b) appoint a selection panel consisting of:
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
 - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post

(2) The members of the selection panel shall:

- (a) decide on the arrangements for selecting the applicants for interview;
- (b) interview the applicants; and
- (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

(3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed

(4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re- advertising the vacancy

(5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff

- (a) may be required to act as Principal or in the place of any other senior post holder; and
- (b) if so required, will have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

Appointment and promotion of staff

13. The Principal will be responsible for the appointment of all members of staff, other than senior postholders and the Clerk, in accordance with the Corporation's policies and procedures in this regard.

Codes of conduct

14. The Corporation will approve codes of conduct for governors, staff and contractors.

Academic Freedom

- 15.** In making rules on the conduct of staff, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures

- 16.** After consultation with staff, the Corporation shall make rules setting out:

- (a) grievance procedures for all staff;
- (b) procedures for the suspension of all staff; and
- (c) disciplinary and dismissal procedures for
 - (i) senior post-holders, and
 - (ii) staff other than senior post-holders

and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(l) and 17.

- (2) Any rules made under paragraph (16)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.
- (3) Any rules made under paragraph (16)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Clerk

- 17.** (1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 16(c).
- (2) Where the Clerk is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation

Students

- 18.** (1) Any students' union will conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.
- (2) After consultation with representatives of the students, the Corporation will make rules concerning the conduct of students, including procedures for their suspension and expulsion, including expulsion for an unsatisfactory standard of work or other academic reason.

Financial matters

- 19.** The Corporation shall approve the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the DfE.

Co- operation with the Department for Education

- 20.** The Corporation shall co-operate with any person who has been authorised by the DfE to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

Internal Audit

- 21.**
- (1) The Corporation will, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
 - (2) The Corporation may arrange for the examination and evaluation mentioned in clause 11 (1) to be carried out on its behalf by internal auditors.
 - (3) The Corporation will not appoint persons as internal auditors to carry out the activities referred to in clause (1) if those persons are already appointed as external auditors under article 12.

Accounts and audit of accounts

- 22.**
- (1) The Corporation will
 - (a) keep proper accounts and proper records in relation to the accounts; and
 - (b) prepare a statement of accounts for each financial year of the Corporation.
 - (2) The statement will
 - (a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
 - (b) comply with any directions given by the Department for Education (or successor body from time to time) as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
 - (3) The accounts and the statement of accounts will be audited by external auditors appointed by the Corporation in respect of each financial year.
 - (4) The Corporation will not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 11.
 - (5) Auditors will be appointed and audit work conducted in accordance with any legal or regulatory requirements.
 - (6) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
 - (7) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation approval from the relevant funding body.
 - (8) If the Corporation is dissolved:
 - (a) the last financial year shall end on the date of dissolution; and
 - (b) the Corporation may decide, with approval from the DfE or other relevant funding body, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article

Rules, bye laws, standing orders, policies and procedures

- 23.** The Corporation will establish rules, bye laws, standing orders, policies and procedures relating to the government and conduct of the College subject to the provision of the Instrument of Government and these Articles.

Copies of Articles of Government and rules, bye laws, standing orders, policies and procedures

- 24.** A copy of these Articles, and of any rules, bye laws, standing orders, policies and procedures, shall be given free of charge to every member of the Corporation and to every associate governor and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the College upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument and Articles of Government

- 25.** (1) The Corporation may modify or replace its Instrument and Articles of Government by a majority resolution of the members, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
(2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

- 26.** (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
(2) The Corporation will ensure that a copy of the draft resolution to dissolve the Corporation on a specified date will be published at least one month before the proposed date of such resolution.