EAST SUSSEX COLLEGE

# Instrument & Articles of Government

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| **Policy Area:** | **Governance** |
| **Policy Lead:** | **Director of Governance** |
| **Approval By:** | **Board** |
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# INSTRUMENT OF GOVERNMENT

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## Interpretation of the Terms Used

1. In this Instrument of Government:

(1) Any reference to “the CEO & Principal” shall include a person acting as Principal.
(2) “The CE of Skills Funding” means the Chief Executive of Skills Funding.
(3) “CE of Skills Funding member” means a member of the Corporation appointed by the CE of Skills Funding under section 56AA of the Further and Higher Education Act 1992.
(4) “The Clerk” or “Director of Governance” means Clerk to the Corporation.
(5) “The Corporation” means the East Sussex College Group to which this Instrument applies.
(6) “The institution” means the institution 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 Further and Higher Education Act 1992.
(7) ‘The College’ means East Sussex College Group and any College for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992.
(8) “This Instrument” means this Instrument of Government;
(9) "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.
(10) "Necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have.
(11) ‘Staff Member’ and ‘Student Member’ have the meanings given to them in Clause 2.
(12) ‘The Secretary of State’ means the Secretary of State for Education;
(13) ‘Staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.
(14) ‘The Students' Union’ means any association of students formed to further the educational purposes of the College and the interests of students, as students.
(15) ‘The Students' Union’ means any association of students formed to further the educational purposes of the College and the interests of students, as students.
(16) A "variable category” means any category of members whose numbers may vary according to Clauses 2 and 3.

## Composition of the Corporation

2.

(1) The Corporation shall consist of:

(a) Up to 15 Independent Governors who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government;

(b) The CEO & Principal of the College, unless the CEO & Principal chooses not to be a member;

(c) At least one, and not more than three members who are members of the College's staff and have a contract of employment with the College and who have been nominated and elected as follows:

i) all may be members of the academic or non-academic staff, nominated and elected by all staff,
ii) one may be a member of the academic or the non-academic staff, nominated and elected by all staff, one may be a member of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff nominated and elected by non-academic staff only,
iii) two may be members of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff, nominated and elected by non-academic staff only, or
iv) one may be a member of the academic staff, nominated and elected by academic staff only, and two may be members of the non-academic staff, nominated and elected by non-academic staff only.

(d) At least two and not more than three members who are students at the College and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student members").

(2) A person who is not for the time being enrolled as a student at the College, shall nevertheless be treated as a student during any period of authorised absence from the College for study, travel or for carrying out the duties of any office held by that person in the College's students' union.

(3) The appointing authority will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

## Determination of Membership Numbers

3.

(1) Subject to paragraph (2), 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) (a) 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.

## Appointment of the Members of the Corporation

4.

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

(2) If the number of members falls below the number needed for a quorum, the remaining members must act to appoint additional members as a priority.

(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 further education corporation in the previous ten years; or

(b) The appointment of the person would contravene any rule or byelaw made under article 20 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or byelaws make the same provision for each category of members appointed by the appointing authority; or

(c) The person is ineligible to be a member, other than (in the case of a student member) because of age.

(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.

## Appointment of the Chair and Vice-Chair(s)

5.

(1) The members of the Corporation shall appoint a Chair and a Vice-Chair(s).

(2) Neither the CEO & Principal 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(s) are absent from any meeting of the Corporation, 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 Corporation decides.

(5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Director of Governance.

(6) If a quorum of the Corporation is satisfied that the Chair or Vice-Chair is unfit or unable to carry out the functions of the office, it may give written notice, removing the Chair or Vice Chair from office and the office shall then be vacant.

(7) 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 members shall appoint a replacement from among themselves.

(8) 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 members shall appoint a replacement from among themselves.

(9) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

(10) The Board will go to external advert when the position of Chair becomes vacant due to the resignation of the Chair or at least every six years.

(11) Paragraph (10) is subject to any rule or byelaw made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

## Appointment of the Director of Governance to the Corporation

6.

(1) The Corporation shall appoint a person to serve as its Director of Governance, but the CEO & Principal may not be appointed as Director of Governance.

(2) In the temporary absence of the Director of Governance, the Corporation shall appoint a person to serve as a temporary Director of Governance. However, the CEO & Principal may not be appointed as temporary Director of Governance.

(3) Any reference in this Instrument to the Director of Governance shall include a temporary Director of Governance appointed under paragraph 2.

(4) Subject to clause 14, the Director of Governance shall be entitled to attend all meetings of the Corporation and any of its committees.

(5) The Director of Governance may also be a member of staff at the College.

## Persons who are Ineligible to be Members

7.

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

(2) The Director of Governance may not be a member.

(3) A person who is a member of staff of the College may not be, or continue as, a member, except as a staff member or in the capacity of CEO & Principal.

(4)

(a) 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.
(b) Paragraph (3) does not apply to a student whose employment with the Corporation takes the form of an apprenticeship, for which they are enrolled as a student at the College. Such a student would cease to hold office as soon as their student status ceased, even where their employment with the College continued.
(c) Paragraph (3) does not apply to a student who also works part-time for the College for fewer than 10 hours a week.

(5) No one who has been disqualified from acting as a charity trustee under the Charity Act 2011, as amended from time to time may be a member.

(6) 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.

(7) 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 restriction 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.

(8) Where a person is disqualified by reason of his 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.

(9) 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 paragraph 5, the member shall immediately give notice of that fact to the Director of Governance.

## The Term of Office of a Member

8.

(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 4 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 byelaw made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

# Termination of Membership

9.

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

(2) Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Director of Governance as soon as they become aware of such disqualification.

(3) If at any time the Corporation is satisfied that any member:

(a) Is unfit or unable to discharge the functions of a member; or the Corporation is satisfied that it is in the best interests of the Corporation that they be removed from office; or

(b) Has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

(4) A member may be suspended from office, pending the outcome of an investigation into circumstances which might result in that member being unfit or unable to discharge the functions of a member.

(5) Any person who is a member of the Corporation by virtue of being a member of the staff at the College, including the CEO & Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(6) 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 Corporation may decide; or
(b) If expelled from the College, and the office shall then be vacant.

## Members Not to Hold Interests in Matters Relating to the College

10.

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

(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 shall 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) 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 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.

(5) The Director of Governance 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 College to any person wishing to inspect it.

## Meetings

11.

(1) The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary. Meetings shall be called in accordance with rules set out in the Corporation's Standing Orders under Section 4.4.

(2) Subject to paragraphs (4) and (5) and to Clause 13(4), all meetings shall be called by the Director of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written 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 Director of Governance, 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.

(4) A meeting of the Corporation, called a 'special meeting', may be called at any time by the Chair or at the request in writing of any five members.

(5) 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.

(6) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

## Quorum

12.

(1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3.

(2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

(3) If during a meeting of the Corporation 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.

## Proceedings of Meetings

13.

(1) Every question to be decided at a meeting of the Corporation 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 Corporation, 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)

(a) A resolution in writing, agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting, shall be effective, provided that:

(i) A copy of the proposed resolution has been sent to every eligible member;
(ii) A simple majority of the members have signified agreement to the resolution; and
(iii) It is contained in a document authenticated by the Director of Governance which has been received at the address specified by the College for the receipt of the documents within the period of 28 days beginning with the circulation date.

(b) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

(c) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date;

(d) For the purposes of clause 13(4) "circulation date" is the day on which copies of the written resolution are sent or submitted to members, or if copies are sent or submitted on different days, to the first of those days.

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

(6) Except as provided by procedures made according to article 22 of the Articles of Government, a member of the Corporation who is a member of staff at the College, including the CEO & 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) 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;

(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) 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.

(7) A CEO & 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 CEO & Principal shall withdraw in any case where the CEO & Principal would be required to withdraw under paragraph (6).

(8) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:

(a) For the expenditure of money by the Corporation; or

(b) Under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether Immediate, contingent or otherwise.

(9) 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.

(10) 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 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 Corporation or committee present at the meeting, withdraw from the meeting.

(11) The Director of Governance:

(a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Director of Governance's remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity of Director of Governance are to be considered; and

(b) Where the Director of Governance is a member of staff at the College, the Director of Governance shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (6).

(12) If the Director of Governance withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (11), the Corporation shall appoint a person from among themselves to act as Director of Governance during this absence.

(13) If the Director of Governance withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Director of Governance to the committee during this absence.

(14) If the Director of Governance is temporarily absent for any meaningful period, the corporation will take steps to find a replacement Governance Professional (with appropriate skills).

## Minutes

14.

(1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation 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 approved as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the CEO & Principal, student members or the Director of Governance have withdrawn from a meeting in accordance with clause 13(6), (7), (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.

## Public Access to Meetings

15. The Corporation 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 Director of Governance or the CEO & Principal and in making its decision, it shall give consideration to clause 16(2).

## Publication of Minutes & Papers

16.

(1) Subject to paragraph (2), the Corporation shall 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 approved 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 College to any person wishing to inspect them.

(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 College;

(b) A named student at, or candidate for admission to, the College;

(c) The Director of Governance; 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 approved minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the College'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 regularly 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.

## Copies of the Instrument of Government

17. 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.

## Change of Name of the Corporation

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

## Application of the Corporation Seal

19. 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 Corporation to act for that purpose; and

(b) The signature of any other member.

# ARTICLES OF GOVERNMENT

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## Interpretation of the Terms Used

1. In these Articles of Government:

(a) Any reference to “the CEO & Principal" shall include a person acting as Principal;

(b) "The Articles" means these Articles of Government;

(c) "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government;

(d) "The Corporation" has the same meaning as in the Instrument of Government;

(e) "Staff Member" and "Student Member" have the same meanings as in the Instrument of Government;

(f) "The Secretary of State" means the Secretary of State for Business, Innovation and Skills;

(g) "Senior post" means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;

(h) "The staff' means all the staff who have a contract of employment with the College;

(i) "The Students’ Union" has the same meaning as in the Instrument of Government.

## Conduct of the College

2. The College shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or byelaws made under these Articles and any trust deed regulating the College.

## Responsibilities of the Corporation, the CEO & Principal and the Director of Governance

3.

(1) The Corporation shall be responsible for the following functions:

(a) The determination and periodic review of the educational character and mission of the College and the oversight of its activities;

(b) Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities;

(c) Approving the quality strategy of the College;

(d) The 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) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Director of Governance, including, where the Director of Governance is, or is to be appointed as, a member of staff, the Director of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and

(g) setting a framework for the pay and conditions of service of all other staff.

(h) Subject to clause 4(2) of the Instrument of Government, the appointment of its members according to its own rules which it shall publish on the College website and make available for inspection by any person during normal office hours.

(2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive Officer of the College, and shall be responsible for the following functions:

(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 set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Director of Governance, where the Director of Governance is also a member of the staff; and
(f) maintaining student discipline and, making rules and procedures concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

(3) The Director of Governance shall be responsible for the following functions:

(a) Advising the Corporation with regard to the operation of its powers;

(b) Advising the Corporation with regard to procedural matters;

(c) Advising the Corporation with regard to the conduct of its business; and

(d) Advising the Corporation with regard to 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 CEO & Principal or Director of Governance and may delegate powers to:

(a) Such committees;
(b) The Chair, or in the Chair's absence, the Vice-Chair(s); or
(c) The CEO & Principal.

(2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall 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 shall be subject to any regulations made under section 166 of the Education & Inspections Act 2006 governing such arrangements.

## The Governance, Performance and Reputation Committee

5.

(1) The Corporation shall establish a committee, to be known as the "Governance, Performance & Reputation Committee", to advise on:

(a) The appointment of members (other than as a Staff or Student Member); 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 (other than as a staff or student member) without first consulting and considering the advice of the Governance, Performance & Reputation Committee.

(3) The Corporation may make rules specifying the way in which the Governance, Performance & Reputation Committee is to be conducted. A copy of these rules, together with the Governance, Performance & Reputation 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 College's website and shall be made available for inspection at the College 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, Risk & Compliance committee

6.

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

(2) The committee shall consist of at least three persons and may include members of staff at the College with the exception of those in senior posts and shall operate in accordance with any requirements of the CE of Skills Funding.

## 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 & Publication of Minutes

8. The Corporation shall ensure that:

(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 College's website and made available for inspection at the College by any person, during normal office hours.

## Delegable & Non-Delegable Functions

9. The Corporation shall not delegate the following functions:

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

(b) The approval of the annual estimates of income and expenditure;

(c) The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

(d) The appointment of the CEO & Principal or holder of a senior post;

(e) The appointment of the Director of Governance, (including, where the Director of Governance is, or is to be, appointed as a member of staff, the Director of Governance’s appointment in the capacity of a member of staff); and

(f) The modification or revocation of these Articles.

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 CEO & Principal, the Director of Governance 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 having functions under paragraph (1) shall be established and conducted.

11. The CEO & Principal may delegate functions to the holder of any other senior post other than:

(a) The management of budget and resources; and

(b) Any functions that have been delegated to the CEO & Principal by the Corporation.

## Appointment & Promotion of Staff

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(s) or both, where the vacancy is for the post of CEO & Principal; or
(ii) The CEO & 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 that 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, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

13. The CEO & Principal shall have responsibility for selecting for appointment all members of staff other than:

(a) Senior post holders; and

(b) Where the Director of Governance is also to be appointed as a member of staff, the Director of Governance in the role of a member of staff.

## Rules Relating to the Conduct of Staff

14. After consultation with the staff, the Corporation shall make rules relating to their conduct.

## Academic Freedom

15. In making rules under Article 14, the Corporation shall have regard to the need to ensure that academic staff at the College 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 College.

## Grievance, suspension and disciplinary procedures

16.

(1) 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

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

(2) Any rules made under paragraph (1)(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 (1)(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 & Dismissal of the Director of Governance

17.

(1) Where the Director of Governance is also a member of staff at the College, the Director of Governance is to be treated as a senior post holder for the purposes of article 16(c).

(2) Where the Director of Governance is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Director of Governance in the separate role of Director of Governance to the Corporation.

## Students

18.

(1) Any Students' Union shall 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) The Students' Union shall present audited accounts annually to the Corporation.

(3) After consultation with representatives of the students, the Corporation shall 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 set 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 CE of Skills Funding.

## Co-operation with the CE of Skills Funding's Auditor

20. The Corporation shall co-operate with any person who has been authorised by the CE of Skills Funding 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 shall, 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 paragraph (1) to be carried out on its behalf by internal auditors.

(3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under Article 22.

## Accounts & Audit of Accounts

22.

(1) The Corporation shall:

(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 shall:

(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 CE of Skills Funding 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 shall be audited by external auditors appointed by the Corporation in respect of each financial year.

(4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under Article 21.

(5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of Skills Funding.

(6) The "financial year" means the first financial year and, except as provided for in paragraph (7), 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 with the CE of Skills Funding 's approval.

(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 the CE of Skills Funding's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

## Rules and Byelaws

23. The Corporation shall have the power to make rules and byelaws relating to the government and conduct of the College and these rules and byelaws shall be subject to the provisions of the Instrument of Government and these Articles.

## Copies of Articles of Government & Rules and Byelaws

24. A copy of these Articles, and of any rules and byelaws, 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 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 & Articles of Government

25.

(1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, 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 shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.