

Instrument and Articles of Government

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St Helens College

(Registered under St Helens College – ESFA Number: 10006174)

1. Interpretation of the terms used

1.1 In this Instrument of Government:

- a) "associate governor" refers to governors who provide specific skills for a period of time and individuals who are due to be appointed to fill a vacancy when there are no formal vacancies at that time.
- b) any reference to "the CEO/Principal " shall include a person acting as the CEO/Principal.
- c) "the Clerk" means the Clerk to the Corporation/Governance Director;
- d) "co-opted governor" refers to independent committee members who are not members of the Corporation
- e) "the Corporation" means the Governing Board of St Helens College.
- f) "the College" means St Helens College which the Corporation was 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) "electronic format" means a document that is sent or supplied by electronic means (including email or fax) or by any other means within an electronic form (for example, through the use of Microsoft Teams). A document that is sent or supplied by electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient to read it, and retain a copy of it;
- h) "this Instrument" means this Instrument of Government;
- i) "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone and/or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- j) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- k) "the Secretary of State" means the Secretary of State for Education;
- l) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement of staff;
- m) "staff governor" and "student governor" have the meanings given to them in Clause 2;
- n) "the students' union" means any association of students formed to further the educational purposes of the College and the interests of students, as students.
- o) This Instrument does not apply to Associate and Co-opted Governors except where stated.

2. Composition of the Corporation

2.1 The Corporation shall consist of:

- a) Between eight and fourteen external 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; these shall be known as 'External Governors'.
- b) the CEO/Principal of the College, as an Ex-Officio member of the Corporation
- c) at least one and not more than two Governors who are members of the College's staff and have a contract of employment with the College.
- d) Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.
- e) Where the Corporation has decided or decides that there are to be two staff members
 - One may be a member of the academic staff nominated and elected only by academic staff and the other may be a member of the non-academic staff, nominated and elected only by non-academic staff, or
 - Each may be a member of the academic or non-academic staff, nominated and elected by all staff.
- f) at least one and not more than two Governors 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").
- g) The appointing authority, as set out in Clause 3, will decide whether a person is eligible for nomination, election, and appointment as a governor of the Corporation under paragraph 3.1.

3. Appointment of Governors

3.1 The Corporation is the appointing authority in relation to the appointment of its Governors.

3.2 *Not used.*

3.3 The Corporation may decline to appoint a person as a staff or student governor if:

- a) it is satisfied that the person has been removed from office as a governor of a further education corporation in the previous ten years; or
- b) the appointment of the person would contravene any policy or procedure made under Clause 7 of this Instrument concerning the number of terms of office which a person may serve, provided that such policies and procedures make the same provision for each category of governors appointed by the appointing authority; or
- c) the person is ineligible to be a governor of the Corporation because of Clause 6.

3.4 Where the office of any Governor becomes vacant, the Corporation shall as soon as practicable take all necessary steps to appoint a new Governor to fill the vacancy.

4. Appointment of the Chair and Vice Chair

4.1 The governors of the Corporation shall appoint a Chair and up to two Vice Chairs from among themselves.

4.2 Neither the CEO/Principal nor any staff or student governor shall be eligible to be appointed as Chair or Vice Chair(s) or to act as Chair in their absence.

4.3 If both the Chair and the Vice Chair(s) are absent from any meeting of the Corporation, the Governors present shall choose someone from among themselves to act as Chair for that meeting.

4.4 The Chair and Vice Chair(s) shall hold office for such period as the Corporation decides.

4.5 The Chair or Vice Chair(s) may resign from office at any time by giving notice in writing to the Clerk.

4.6 If the Corporation is satisfied that the Chair or a Vice Chair is unfit or unable to carry out the functions of office, or that it is not in the best interests of the Corporation for the governor to hold the office of Chair or Vice Chair, it may give written notice, removing the Chair or Vice Chair from office and the office shall then be vacant.

4.7 Up to three meetings before the end of the term of office of the Chair/a Vice Chair, the Governors shall appoint a replacement from among themselves who shall take office on the Chair's/Vice Chair's resignation.

4.8 At the end of their respective terms of office, the Chair and a Vice Chair shall be eligible for reappointment subject to any rule or bye-law made by the Corporation under Instrument 7 of this Instrument concerning the terms of office which a person may serve.

5. Appointment of the Clerk to the Corporation

5.1 The Corporation shall appoint a person to serve as its Clerk, but the CEO/Principal may not be appointed as Clerk.

5.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the CEO/Principal may not be appointed as temporary Clerk.

5.3 Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph 5.2.

5.4 Subject to any relevant policy or procedure, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees

5.5 The Clerk may also be a member of staff at the College and is accountable to the Corporation independently for all aspects of the role.

6. Persons who are ineligible to be Governors

6.1 The following persons are ineligible to be appointed as a Governor of, or to continue to be a Governor of, the Corporation.

- a) Anyone under the age of 18 years, except as a student Governor.
- b) The Clerk.
- c) A person who is a member of staff of the College, except as a staff governor or in the capacity of CEO/Principal.
- d) Where a person is disqualified by reason of having been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction undertaking within the meaning of the Insolvency Act, 1986, however, their disqualification will cease:
- e) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- f) if the bankruptcy order is annulled, at the date of that annulment; or
- g) 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
- h) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- i) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

6.2 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.

6.3 Subject to Instrument 7, a person shall be disqualified from holding, or from continuing to hold, office as a governor 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 6.3a and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

- c) at person has at any time been convicted as set out in sub-paragraph 6.3a and has received a sentence of imprisonment, whether suspended or not, of more than five years.

6.4 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.

- a) that person has been removed from the office of a charity trustees or trustee for a charity by an Order of the Commission under sections 76(1) and 79 of the Charities Act 2011, or by an Order made by the High Court, on the grounds of any misconduct or mismanagement in the administration of the charity, for which he or she was responsible or to which he or she was privy or which he or she by his or her conduct contributed to or facilitated;
- b) that person has been removed, under s34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session) or the relevant earlier legalisation as defined in s179(6) of the 2011 Act (that is s7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (Powers of Court Session to deal with management of charities)), from being concerned in the management or control of anybody;
- c) the Corporation has reasonable grounds for believing that that person presents a significant risk to the safety, health or welfare of children or vulnerable adults
- d) that person has been unable to satisfactorily complete a Disclosure and Barring Service check; or
- e) that person has been otherwise disqualified from acting as a trustee under charity law or a director under company law.

6.5 Upon a governor of the Corporation becoming disqualified from continuing to hold office under the Instrument and Articles, the governor shall immediately give notice of that fact to the Clerk.

7. The Term of Office of a Governor

7.1 A Governor 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. Upon initial appointment Governors shall be appointed for a fixed term of one year which may be extended for a further three years.

7.2 Governors retiring at the end of their first term of office shall be eligible for reappointment for one further four-year term (which may be exceeded by up to 6-12 months if felt necessary and agreed by the Corporation).

8. Termination of Membership

8.1 A Governor may resign from office at any time by giving notice in writing to the Clerk.

8.2 If at any time the Corporation is satisfied that:

- a) any Governor is unfit or unable to discharge the functions of Governor; or
- b) any Governor has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,
- c) it is not in the best interests of the Corporation for any Governor to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Corporation may by notice in writing to that Governor suspend the Governor from office until further notice and, during the period of suspension, the Governor shall not be entitled to attend any meeting of the Corporation or its committees,
- d) any Governor does not fulfil the eligibility criteria in Clause 6.

The Corporation may by notice in writing to that Governor suspend or remove the Governor from office and the office shall then be vacant.

8.3 Any person who is a governor 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. If a member of staff is suspended from the College for any reason, they will also be suspended from their role of Governor for the same period.

8.4 Any person who is a governor of the Corporation who, after appointment, becomes a member of staff, i.e. by entering into a contract of employment with the College shall upon becoming a member of staff cease to hold office.

8.5 A student governor 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 excluded from the College; or
- c) if at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a student to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Corporation may by notice in writing to that student, suspend them from office until further notice and, during the period of suspension, the student shall not be entitled to attend any meeting of the Corporation or its committees.

and the office shall then be vacant.

9. Governors not to hold interests in matters relating to the College

9.1 A Governor to whom paragraph 9.2 applies shall:

disclose to the Corporation the nature and extent of the interest; and

- a) 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 9.2 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 governor is not entitled to vote; and
- b) 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 9.2 is to be considered, where required to do so by a majority of the governors of the Corporation or committee present at the meeting.

9.2 This paragraph applies to a Governor who:

- a) has any financial interest in:
 - the supply of work to the College, or the supply of goods for the purposes of the College;
 - any contract or proposed contract concerning the College; or
- b) any other matter relating to the College; or
- c) as any other interest of a type specified by the Corporation in any matter relating to the College.

9.3 This Clause shall not prevent the Governors 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.

9.4 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 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.

9.5 The Clerk shall maintain a register of the interests of the governors 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.

10. Meetings

10.1 The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.

10.2 Subject to paragraphs 10.4 and 10.5, all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the governors of the Corporation written or electronic notice of the meeting and a copy of the proposed agenda and associated papers.

10.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the governors a copy of the agenda item concerned, together with any relevant papers.

10.4 A meeting of the Corporation, called an “Extraordinary meeting”, may be called at any time by the Chair, the Vice Chair (or one of the Vice Chairs) in the event of the Chair being incapacitated, through the Clerk, or at the request in writing or via email of any five governors (this excludes the CEO/Principal, Staff, and student governors).

10.5 Where the Chair, or in the Chair’s absence, the Vice Chair (or either one of the Vice Chairs) decides that there are matters requiring urgent consideration, the written or email notice convening the “Extraordinary meeting” and a copy of the proposed agenda may be given within less than seven calendar days.

10.6 Every Governor 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.

10.7 Tele/video conferencing facilities shall be made available to individual Governors for the purpose of attending Corporation or committee meetings, when deemed to be appropriate and with prior agreement with the Chair through the Clerk.

11. Written resolutions (postal or digital)

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

- a) a copy of the proposed resolution has been sent by post or digitally to every eligible governor;
- b) a simple majority of the Governors have signified agreement to the resolution; and
- c) it is contained in a document authenticated by the Clerk which has been received at the address (postal or digital) specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date.

11.2 A resolution in writing may comprise several copies of which one or more Governors have signed their agreement.

11.3 A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

11.4 For the purposes of paragraph 11.3 “circulation date” is the day on which copies of the written or digitally distributed resolution are sent or submitted to Governors or, if copies are sent or submitted on different days, to the first of those days.

12. Quorum

12.1 Meetings of the Corporation shall be quorate if the number of governors present is at least 40% of the total number of governors determined according to Clause 2 and must include a majority of External Governors. In the event of Governors becoming ill due to a pandemic, meetings of the Corporation shall be quorate if the number of governors present is at least 30% of the total number of governors determined according to Clause 2 and must include a majority of External Governors. The quorum arrangements for Committees of the Corporation shall be as determined by each Committee under the respective Terms of Reference.

12.2 If the number of Governors present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

12.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting may be terminated.

12.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special, or extraordinary, meeting as soon as it is convenient.

12.5 Co-opted Committee Members also count towards the quorum of a Committee.

13. 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 governors present and entitled to vote on the question.

13.2 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.

13.3 A governor may not vote by proxy or by way of postal vote.

13.4 No resolution of the governors 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.

13.5 Except as provided by procedures made pursuant to Article 9 of the Articles of Government, a governor 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 governor's reappointment or the appointment of that governor'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 governors 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.

13.6 A CEO/Principal who has chosen not to be a governor 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 13.5.

13.7 *Not used.*

13.8 Except as provided by rules relating to appeals and representations by students in disciplinary cases, a student governor 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.

13.9 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 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 governors, other than student governors, of the Corporation or committee present at the meeting, withdraw from the meeting.

13.10 The Clerk:

shall 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 in the capacity of Clerk are to be considered; and

- a) where the Clerk is a member of staff at the College, the Clerk shall
- b) withdraw in any case where a governor of the Corporation is required to withdraw under paragraph 13.5.

13.11 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph 13.10, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

13.12 If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Governors shall appoint a person from among themselves to act as Clerk to the committee during this absence.

13.13 Co-opted Committee Members also count towards the quorum of a Committee where the terms of reference allow.

14. Minutes

14.1 Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph 14.2, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

14.2 Paragraph 14.1 shall not require the minutes of the last meeting to be taken as an agenda item at a special, or extraordinary meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special, or extraordinary meeting.

14.3 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be recorded as a true record by the Chair of the meeting.

14.4 Separate minutes shall be taken of those parts of meetings from which staff members, the CEO/Principal, student governors or the Clerk have withdrawn from a meeting in accordance with Clause 9, and in camera items, and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

14.5 Subject to confidential items not being published, the Clerk will ensure that the minutes of the Corporation and Committee meetings are published on the College website and made available for inspection of the College by any person during normal office hours.

14.6 Separate confidential minutes shall be taken on any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis. An annual review of all confidential items will be undertaken by the Corporation.

15. Public Access to Meetings

15.1 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 Clerk, or the CEO/Principal and in making its decision, it shall give consideration to paragraph 16.2. This statement will be made available on the College's website.

16. Publication of minutes and Papers

16.1 Subject to paragraph 16.2, the Clerk shall ensure that a copy of:

- a) the agenda and approved minutes 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;

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

16.2 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 Clerk; or
- d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

16.3 The Clerk shall ensure that a copy of the open minutes of every meeting of the Corporation, under paragraph 16.1, 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.

16.4 The Corporation shall review annually all material excluded from inspection under paragraph 16.2. 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.

17. Copies of the Instrument of Government

17.1 A copy of this Instrument shall be given free of charge to every governor of the Corporation and 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.

18. Change of name of the Corporation

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

19. Application of the Seal

19.1 The application of the seal of the Corporation shall be authenticated by:

- the signature of either the Chair or the Vice Chair or one of the Vice-Chairs if there is more than one or of some other Governor authorised either generally or specially by the Corporation to act for that purpose; and
- the signature of any other Governor.

Articles of Government

1. Interpretation of the terms used

1.1 In these Articles of Government:

- a) any reference to “the CEO/Principal ” shall include a person acting as the CEO/Principal
- b) “the Clerk” means the Clerk to the Corporation/Governance Director;

- c) “the Articles” means these Articles of Government;
- d) “Chair” and “Vice-Chair” mean respectively the Chair and a Vice-Chair of the Corporation appointed under Clause 4 of the Instrument of Government;
- e) “the College” means St Helens College 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;
- f) “the Clerk” has the same meaning as in the Instrument of Government;
- g) “the Corporation” has the same meaning as in the Instrument of Government;
- h) “staff governor” and “student governor” have the same meanings as in the Instrument of Government;
- i) “the Secretary of State” means the Secretary of State for Education;
- j) “senior post” means the post of CEO/Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- k) “the staff” means all the staff who have a contract of employment with the College;
- l) “the students’ union” has the same meaning as in the Instrument of Government.

2. Conduct of the College

2.1 The College shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules, or bye-laws made under these Articles, any College policies/procedures, any trust deed regulating the College and any other regulatory requirements.

3. Responsibilities of the Corporation, the CEO/Principal, and the Clerk

3.1 The Corporation shall be responsible for the following functions:

- a) the determination and development 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 development 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 Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’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.

3.2 Subject to the responsibilities of the Corporation, the CEO/Principal shall be the Chief Executive 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 Clerk, where the Clerk is also a member of the staff; and
- f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or excluding students on disciplinary grounds or excluding students for academic reasons.

3.3 The Clerk 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.
- e) acting as an independent Governance Clerk who reports directly to the Corporation.

4. 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 Clerk and may delegate powers to:

- a) such committees;
- b) the Chair, or in the Chair's absence, the Vice-Chair or one of the Vice-Chairs if there is more than one; or
- c) the CEO/Principal.

4.2 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.

4.3 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 and Inspections Act 2006 governing such arrangements.

5. The Search and Governance Committee

5.1 The Corporation shall establish a committee, to be known as the “Search and Governance Committee,” to advise on:

- a) the appointment of Governors (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.

5.2 The Corporation shall not appoint any person as a Governor (other than as a staff or student member) without first consulting and considering the advice of the Search and Governance Committee.

5.3 The Corporation shall review regularly all material excluded from inspection 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.

6. 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.

6.2 The Audit Committee shall consist of at least three persons and may not include members of staff at the College and shall operate in accordance with any requirements of the Chief Executive of the Education and Skills Funding Agency and any other relevant funding bodies.

7. Composition of Committees

7.1 Any committee established by the Corporation, other than the committee referred to in Article 9, may include persons who are not members of the Corporation. Those persons shall count towards the quorum of that committee and have full voting rights.

8. Access to committees by non-members and publication of minutes

8.1 The Corporation shall ensure that:

- a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members;
- b) the Open Minutes of all Corporation meetings

are published on the College’s website and made available for inspection at the College by any person, during normal office hours.

9. Delegable and non-delegable functions

9.1 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 College 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 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
- f) the modification or revocation of these Articles.

9.2 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 Clerk, or the holder of a senior post other than to a committee of members of the Corporation, except where the circumstances are such that the Chair or in his/her absence a Vice-Chair is entitled to do so by reason of gross misconduct of the senior postholder.

9.3 The Corporation shall make rules specifying the way in which a committee having functions under paragraph 9.1 shall be established and conducted.

9.4 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 other functions that have been delegated to the CEO/Principal by the Corporation.

10. Appointment and Promotion of Staff

10.1 Where there is a vacancy or expected vacancy in a senior post (i.e. a Senior Post Holder), the Corporation shall normally:

- a) advertise the vacancy nationally, unless alternative recruitment procedures have been approved by the Corporation on an individual case by case basis; and
- b) appoint a selection panel (if applicable) consisting of:
 - at least three members of the Corporation including the Chair or the Vice Chair or one of the Vice Chairs if there is more than one; or both the Chair

and a Vice Chair, where the vacancy is for the post of CEO/Principal or Deputy CEO; or

- the CEO/Principal and at least three other members of the Corporation, where the vacancy is for any other senior post holder.

10.2 The members of the selection panel (if applicable) 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.

10.3 If the Corporation approves the recommendation of the selection panel (if applicable), that person shall be appointed.

10.4 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 (10.2, with or without first re-advertising the vacancy (if applicable).

10.5 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 CEO/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 CEO/Principal or such other senior post holder during the period of the vacancy or temporary absence.

10.6 The CEO/Principal shall have responsibility for selecting for appointment all members of staff other than:

- a) senior post holders; and
- b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

11. Rules relating to the conduct of staff

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

12. Academic Freedom

12.1 In making rules under Article 11, 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.

13. Grievance, Suspension, and Disciplinary Procedures

13.1 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
 - senior post-holders, and
 - staff other than senior post-holders

and such procedures shall be subject to the provisions of these articles

13.2 Any rules made under paragraph 13.1b 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.

13.3 Any rules made under paragraph 13.1ci 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.

14. Suspension and Dismissal of the Clerk to the Corporation

14.1 Where the Clerk is also a member of staff at the College, the Clerk is to be treated as a senior post holder with respect to suspension and dismissal.

14.2 Where the Clerk is suspended or dismissed under Article 13, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

15. Students

15.1 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.

15.2 The students' union shall present audited accounts annually to the Corporation.

15.3 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).

16. Financial matters

16.1 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 Chief Executive of Education and Skills Funding Agency.

17. Co-operation with the Chief Executive of the Education and Skills Funding's auditor

17.1 The Corporation shall co-operate with any person who has been authorised by the Chief Executive of the Education and 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.

18. Internal Audit

18.1 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.

18.2 The Corporation may arrange for the examination and evaluation mentioned in paragraph 18.1 to be carried out on its behalf by internal auditors.

18.3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph 18.1 if those persons are already appointed as external auditors under Article 19.

19. Accounts and Audit of Accounts

19.1 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.

19.2 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 Chief Executive of the Education and Skills Funding Agency 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.

19.3 The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

19.4 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 18.

19.5 Auditors shall be appointed, and audit work conducted in accordance with any requirements of the Chief Executive of the Education and Skills Funding Agency.

19.6 The “financial year” means the first financial year and, except as provided for in paragraph 19.7, each successive period of twelve months.

19.7 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 Chief Executive of the Education and Skills Funding’ approval.

19.8 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 Chief Executive of Education and Skills Funding Agency’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

20. Rules and Bye-Laws

20.1 The Corporation will establish rules and bye-laws relating to the government and conduct of the College and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

21. Copies of Articles of Government and rules and bye-laws

21.1 A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and 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.

22. Modification or replacement of the Instrument and Articles of Government

22.1 Subject to paragraph 22.2, 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.

22.2 The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

23. Dissolution of the Corporation

23.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights, and liabilities.

23.2 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.