

INSTRUMENT  
AND  
ARTICLES  
OF  
GOVERNMENT

**October 2013**

## Introduction

The Instrument and Articles of Government contain the legal basis of rules under which the College's governing body, the Corporation Board, must operate. They are set out in the Order made by the Secretary of State, *The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007*, which came into force in January 2008. Amendments made under the Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2012 which came into force on 31<sup>st</sup> March 2012 have been included in this edition of the Instrument and Articles of Government.

The Instrument and Articles define the range and nature of the Corporation Board's responsibilities and set out the respective roles of the Board, the Principal and the Clerk.

The Board's main responsibilities are set out in paragraph 3 of the Articles:

- \* determination and periodic review of the educational character and mission of the institution and oversight of its activities
- \* publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational and mission of the institution and oversight of its activities;
- \* approving the quality strategy
- \* effective and efficient use of resources, solvency of the institution and Corporation and safeguarding their assets
- \* approving annual estimates of income and expenditure
- \* appointment, grading, suspension, dismissal and determination of pay and conditions of service of senior post holders and the Clerk
- \* setting a framework for pay and conditions of service of all other staff

Three separate documents should be read in conjunction with the Instrument and Articles:

- \* The Financial Memorandum between the Skills Funding Agency and the College.
- \* The Board Policy Manual contain rules determined by the Board for conduct of business within the discretion allowed by the Instrument and Articles.
- \* The Code of Conduct provides a guide for members on expected standards of conduct.

Governors are expected to be familiar with the contents of the Instrument and Articles and the above documents. Clarification and guidance can be obtained in the first instance from the Clerk to the Board.

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# SCHEDULE 1

## INSTRUMENT OF GOVERNMENT

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#### **Interpretation of the terms used**

1. In this Instrument of Government:
  - (a) any reference to “the Principal” shall include a person acting as Principal;
  - (b) “the Clerk” means the Clerk to the Board;
  - (c) “the Corporation” means any further education corporation to which this Instrument applies;
  - (d) “the College” means The City of Liverpool College;
  - (e) “this Instrument” means this Instrument of Government;
  - (f) “the CE of Skills Funding” means the Chief Executive of Skills Funding;
  - (g) “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;
  - (h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Board as appropriate for governors to have;
  - (i) “staff governor” and “student governor” have the meanings given to them in clause 2;
  - (j) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st April 2008;
  - (k) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills or any successor organisation from time to time;

- (l) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (m) “the students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (n) 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 Board shall consist of:
  - (a) up to seventeen members who appear to the Board to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government. One of this number should be directly employed by a College subsidiary;
  - (b) the Principal of the College, unless the Principal chooses not to be a governor;
  - (c) at least one member of the College’s staff who has a contract of employment with the College, (“staff governors”); and
  - (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 Board so decides, by a recognised association representing such students (“student governors”).
- (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 institution 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, as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Board under paragraph (1).

### **Determination of membership numbers**

- 3. (1) Subject to paragraph (2), the number of members of the Board and the number of members of each variable category shall be that decided by the Board in the most recent determination made under the previous Instrument of Government.
- (2) The Board may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that:
  - (a) the number of members of the Board shall not be less than twelve or more than twenty one; 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 Board at the time when the determination is made.

### **Appointment of the members of the Board**

- 4. (1) Subject to paragraph (2) the Board is the appointing authority in relation to the appointment of its members.
- (2) If the number of governors falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.

- (3) The appointing authority 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 member of a further education corporation in the previous ten years; or
  - (b) the appointment of the person would contravene any rule or bye-law made under article 18 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of governors appointed by the appointing authority; or
  - (c) the person is ineligible to be a governor because of clause 7.
- (4) Where the office of any governor becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new governor to fill the vacancy.

#### **Appointment of the Chair and Vice-Chair**

5. (1) The members of the Board shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Principal nor any staff or student governor 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 are absent from any meeting of the Board, the governors 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 Board decides.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Board is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Board is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (8) 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 governors shall appoint a replacement from among themselves.
- (9) 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 governors shall appoint a replacement from among themselves.
- (10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Board under article 18 of the Articles of Government concerning the number of terms of office which a person may serve.

#### **Appointment of the Clerk to the Board**

6. (1) The Board shall make arrangements to appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Board shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk. The Board may delegate the appointment of a temporary Clerk to the Chair and one other governor.

- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 13, the Clerk shall be entitled to attend all meetings of the Board and any of its committees.
- (5) The Clerk may also be a member of staff at the College.

**Persons who are ineligible to be governors**

7. (1) No one under the age of 18 years may be a governor, except as a student governor.
- (2) The Clerk may not be a governor.
- (3) A person who is a member of staff of the institution may not be, or continue as, a governor, except as a staff governor or in the capacity of Principal.
- (4) Paragraph (3) does not apply to a student who is employed by the College in connection with the student's role as an officer of a students' union.
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a governor, 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(1), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:
  - (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
  - (b) if the bankruptcy order is annulled, at the date of that annulment; or
  - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
  - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
  - (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Anyone who would be disqualified as acting as a charity trustee in accordance with the Charities Act 2011 or successor legislation from time to time. This includes:
  - (a) anyone who has an unspent conviction for an offence involving deception or dishonesty;
  - (b) anyone who has been removed from the trusteeship of a charity by the Court or the Commission for misconduct or mismanagement;
  - (c) anyone under a disqualification order under the Company Directors Disqualification Act 1986;

- (9) Where the Board has reasonable grounds for believing that that person presents a significant risk to the health, safety or welfare of children or vulnerable adults.
- (10) Upon a member of the Board becoming disqualified from continuing to hold office under paragraphs (5) or (9), the governor shall immediately give notice of that fact to the Clerk.

#### **The term of office of a governor**

- 8. (1) A member of the Board 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) Governors retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a governor as it does to the appointment of a governor.
- (3) Paragraph (2) is subject to any rule or bye-law made by the Board under article 18 of the Articles of Government concerning the number of terms of office which a person may serve.

#### **Termination of membership**

- 9. (1) A governor may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Board is satisfied that any governor
  - (a) is unfit or unable to discharge the functions of a governor or that it is not in the best interests of the Corporation for the governor to continue to hold office; or
  - (b) has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board,the Board may pass a resolution to remove that governor from office and will then give notice in writing to that governor and the office shall then be vacant.
- (3) Any person who is a member of the Board by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (4) 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 Board may decide; or
  - (b) if expelled from the College,and the office shall then be vacant.

#### **Governors not to hold interests in matters relating to the College**

- 10. (1) A governor to whom paragraph (2) applies shall:
  - (a) disclose to the Board the nature and extent of the interest; and
  - (b) if present at a meeting of the Board, 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 governor is not entitled to vote; and
  - (c) withdraw, if present at a meeting of the Board, 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 Board or committee present at the meeting.
- (2) This paragraph applies to a governor 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;
  - (b) has any other interest of a type specified by the Board in any matter relating to the College.
- (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.
- (4) Where the matter under consideration by the Board or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff governor:
- (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 governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
  - (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff governor is representing any of the staff concerned in those negotiations.
- (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.

## Meetings

11. (1) The Board shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) Subject to paragraphs (3) and (4) and to clause 12(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board written notice of the meeting and a copy of the proposed agenda by electronic means or in hard copy as each governor wishes.
- (3)
- (4) A meeting of the Board, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five governors.
- (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) A resolution in writing, which may include by electronic means, 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 to every eligible governor;
  - (b) the Chair is satisfied that there are exceptional circumstances justifying use of the written resolution procedure;
  - (c) it is contained in a document authenticated by the Clerk which has been received by the Clerk within the period of fourteen days beginning with the circulation date;
  - (d) a simple majority of governors has signified its agreement to the resolution; and

- (e) if a simple majority of votes is not received within the specified period, the written resolution will lapse.
- (7) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (8) 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.

#### **Quorum**

- 12. (1) Meetings of the Board shall be quorate if the number of governors present is at least 40% of the total number of governors who are entitled to vote on an item.
- (2) If the number of governors present for a meeting of the Board does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Board 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 Board shall be decided by a majority of the votes cast by governors present and entitled to vote on the question.
- (2) Where, at a meeting of the Board, 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 governor may not vote by proxy or by way of postal vote (for the avoidance of doubt, this does not include the passing of written resolutions). However, in exceptional circumstances the Board may permit the use of video/tele-conferencing facilities to be used by governors. Whilst a governor is using such facilities and can hear proceedings and be heard by the meeting, he/she shall be deemed to be attending the meeting and be counted as part of the quorum.
- (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.
- (5) A member of the Board who is a member of staff at the College, including the Principal, shall withdraw:
  - (a) from that part of any meeting of the Board, 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 Board, 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 Board, 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 Board or any of its committees, at which staff matters relating to any

member of staff holding a post senior to that governor's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

- (6) A Principal who has chosen not to be a member of the Board shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Board and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).
- (7) A student governor who is under the age of 18 shall not vote at a meeting of the Board, 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.
- (8) Except as provided by rules made under article 13 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student governor shall withdraw from that part of any meeting of the Board or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (9) In any case where the Board, 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 Board or committee present at the meeting, withdraw from the meeting.
- (10) The Clerk:
  - (a) shall withdraw from that part of any meeting of the Board, 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
  - (b) where the Clerk is a member of staff at the College, the Clerk shall withdraw in any case where a member of the Board is required to withdraw under paragraph (5).
- (11) If the Clerk withdraws from a meeting, or part of a meeting, of the Board under paragraph (10), the Board shall appoint a person from among themselves to act as Clerk during this absence.
- (12) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Board, the committee shall appoint a person from among themselves to act as Clerk to the committee during this absence.

## **Minutes**

14. (1) Written minutes of every meeting of the Board shall be prepared, and, subject to paragraph (2), at every meeting of the Board 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 signed as a true record by the Chair of the meeting.
  - (4) Separate minutes shall be taken of those parts of meetings from which staff governors, the Principal, student governors or the Clerk have withdrawn from a meeting in accordance with clause 13(5), (6), (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 Board shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a governor, the Clerk or the Principal and in making its decision, it shall give consideration to clause 16(2).

### **Publication of minutes and papers**

16. (1) Subject to paragraph (2), the Board shall ensure that a copy of:
- (a) the agenda for every meeting of the Board;
  - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
  - (c) the signed 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 Clerk; or
  - (d) any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis.
- (3) The Board shall ensure that a copy of the draft or signed minutes of every meeting of the Board, under paragraph (1), shall be placed on the College's website, and shall, despite any rules the Board may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (4) The Board 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 Board 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 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 governor authorised either generally or specially by the Board to act for that purpose; and
  - (b) the signature of any other governor.



## **SCHEDULE 2**

### **ARTICLES OF GOVERNMENT**

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#### **Interpretation of the terms used**

1. In these Articles of Government—
  - (a) any reference to “the Principal” shall include a person acting as Principal;
  - (b) “the Articles” means these Articles of Government;
  - (c) “the Board” has the same meaning as in the Instrument of Government;
  - (d) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Board appointed under clause 5 of the Instrument of Government;
  - (e) “the Clerk” has the same meaning as in the Instrument of Government;
  - (f) “the Corporation” has the same meaning as in the Instrument of Government;
  - (g) “the CE of Skills Funding” means the Chief Executive of Skills Funding;
  - (h) “staff member” and “student member” have the same meanings as in the Instrument of Government;
  - (i) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills or any successor organisation from time to time;
  - (j) “senior post” means the post of Principal and such other senior posts as the Board 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.

## **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 bye-laws made under these Articles and any trust deed regulating the College.

## **Responsibilities of the Board, the Principal and the Clerk**

3. (1) The Board 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 and mission of the College and 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, assignment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts within the framework set by the Board;
  - (g) the approval of the arrangements for appointment, assignment, grading, suspension, dismissal and determination of the pay and conditions of service of the Clerk, within the framework set by the Board as outlined in the Policy Governance Manual; and
  - (h) setting a framework for the pay and conditions of service of all other staff.
- (2) Subject to the responsibilities of the Board, the Principal shall be the Chief Executive of the College, and shall be responsible for the following functions:
  - (a) making proposals to the Board about the educational character and mission of the College and implementing the decisions of the Board;
  - (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 Board, and the management of budget and resources within the estimates approved by the Board;
  - (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 Board, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk; and
  - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk 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 Board will establish an Audit Committee and may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to:
- (a) such committees;
  - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
  - (c) an individual governor or more than one governor; or
  - (d) the 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 Board.
- (3) The Board may also establish committees under collaboration arrangements made with other further education institutions 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(2) governing such arrangements.

#### **Composition of committees**

5. Any committee established by the Board, other than the committee referred to in article 8, may include persons who are not members of the Board.

#### **Access to committees by non-members and publication of minutes**

6. The Board 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 and non-delegable functions**

7. The Board 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 Principal or holder of a senior post or the Clerk;
  - (e) the modification or revocation of these Articles.
8. (1) The Board may not delegate:
- (a) the consideration of the case for dismissal of the Principal or the holder of a senior post, and
  - (b) the power to determine an appeal in connection with the dismissal of the Principal or the holder of a senior post or the Clerk,
- other than to a committee of members of the Board.



- (2) The Board shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.
9. The 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 Principal by the Board.

#### **Appointment of staff**

10. The Principal shall have responsibility for selecting for appointment all members of staff other than -
  - (a) senior post holders; and
  - (b) the Clerk.

#### **Rules relating to the conduct of staff**

11. After consultation with the staff, the Board shall make rules relating to their conduct.

#### **Academic freedom**

12. In making rules under article 11, the Board shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the College.

#### **Students**

13. (1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Board.
  - (2) The students' union shall present audited accounts annually to the Board.
  - (3) After consultation with representatives of the students, the Principal by delegated authority from the Board 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**

14. 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**

15. 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**

16. (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 17.

### **Accounts and audit of accounts**

17. (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 Board in respect of each financial year.
- (4) The Board shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 16.
- (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 (8), each successive period of twelve months.
- (7) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation 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 Board 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.

### **Policy Governance Manual**

18. The Board shall have the power to make 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 and these will be contained in the Policy Governance Manual

### **Copies of Articles of Government and Policy Governance Manual**

19. A copy of these Articles, and of the Policy Governance Manual, shall be given free of charge to every member of the Board 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 and Articles of Government**

20. (1) Subject to paragraph (2) the Board may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other person who, in the Board's view, are likely to be affected by the proposed changes.
- (2) The Board shall not make changes to the instrument and articles of government that would result in the body ceasing to be a charity.

### **Dissolution of the Corporation**

21. (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (2) The Board 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.