**St Helens College**

INSTRUMENT AND ARTICLES OF GOVERNMENT

APPROVED BY THE CORPORATION:

**16th March 2020**

St Helens College

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

REVISED INSTRUMENT AND ARTICLES OF GOVERNMENT

APPROVED BY THE CORPORATION: 28th March 2019

INSTRUMENT OF GOVERNMENT

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**Interpretation of the terms used**

1. In this Instrument of Government:
2. any reference to “the CEO/Principal **”** shall include a person acting as the CEO or Principal;
3. “the Clerk” means the Clerk to the Corporation/Governance Director;
4. “the Corporation” means the Governing Body of St Helens College.
5. “the College” means St Helens Collegewhich the Corporation is established to conduct and any collegefor the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992(i);
6. “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 sending a disk by post). 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;
7. “this Instrument” means this Instrument of Government;
8. **“**meeting” includes a meeting at which one or more of the members attending participate by means of telephone or video-conferencing facilities or similar communications equipment (when deemed as appropriate) whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this Instrument and Articles, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is nosuch group where the chair of the meeting then is;
9. “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
10. “the Secretary of State” means the Secretary of State for Education;
11. “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
12. “staff member” and “student member” have the meanings given to them in clause 2;
13. “the students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students.
14. a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.
15. This Instrument does not apply to Associate Governors.

**Composition of the Corporation**

1. The Corporation shall consist of:
2. up to 20Governors (including those identified below),but not less than 12 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’.
3. the CEO/Principal of the College as an Ex-Officio member of the Corporation.
4. at least one and not more than two Governors who are members of the institution’s staff and have a contract of employment with the institution. 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. Where the Corporation has decided or decides that there are to be two staff members
5. 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
6. Each may be a member of the academic or non-academic staff, nominated and elected by all staff.
7. at least one and not more than two Governors who are students at the institution 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”).

**Appointment of Governors**

1. The Corporation is the appointing authority in relation to the appointment of its Governors.
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 Corporationmay decline to appoint a person as a staff or student member if:
4. 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
5. 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 members appointed by the appointing authority; or
6. the person is ineligible to be a member of the Corporation because of clause 6.

(4) Where the office of any Governor becomes vacant, the Corporationshall as soon as practicable take all necessary steps to appoint a new Governorto fill the vacancy.

**Appointment of the Chair and Vice Chair**

 4 (1) The members of the Corporation shall appoint a Chair and up to two Vice Chairsfrom among themselves.

(2) Neither the CEO/Principalnor any staff or student member shall be eligible to be appointed as Chair or ViceChair(s) or to act as Chair in their absence.

(3) If both the Chair and the ViceChair(s) are absent from any meeting of the Corporation, the Governorspresent shall choose someone from among themselves to act as Chair for that meeting.

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

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

(6) If the Corporation is satisfied that the Chairor a ViceChair 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 member to hold the office of Chair or Vice Chair,it may give written notice, removing the Chair or Vice Chairfrom office and the office shall then be vacant.

 (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.

(8) At the end of their respective terms of office, the Chair and a Vice

Chair shall be eligible for reappointment.

Paragraph (8) is 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.

**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.

(2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the CEO/Principalmay not be appointed as temporary Clerk.

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

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

**Persons who are ineligible to be Governors**

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

1. Anyone under the age of 18 years, except as a student Governor.

(2) The Clerk.

(3) A person who is a member of staff of the College, except as a staff member or in the capacity of CEO~~/~~Principal.

(4) 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 restrictions undertaking within the meaning of the Insolvency Act, 1986 (2), however, their disqualification will cease:

1. on that person’s discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
2. if the bankruptcy order is annulled, at the date of that annulment; or
3. 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
4. if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
5. if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(5) 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) Subject to paragraph (7), a person shall be disqualified from holding, or from continuing to hold, office as a member if:

1. 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
2. within the previous twenty years that person has been convicted as set out in sub­paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
3. 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.

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.

1. 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 2011 Act, 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;
2. 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 will management of charities)), from being concerned in the management or control of anybody;
3. 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.
4. that person has been unable to satisfactorily complete a DBS; or

(h) that person has been otherwise disqualified from acting as a trustee under charity law or a director under company law.

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

**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.

(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 up to 6-12 months if felt necessary and agreed by the Corporation).

**Termination of membership**

1. (1) A Governormay resign from office at any time by giving notice in writing to the Clerk.

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

1. any Governor is unfit or unable to discharge the functions of Governor; or
2. any Governor has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,
3. 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,
4. any Governor does not fulfill the eligibility criteria in clause 6.

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

(3) 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.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.

(4) Any person who is a member 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.

(5) A student member shall cease to hold office:

1. 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
2. if excluded from the College; or
3. 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.

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

1. (1) A Governorto whom paragraph(2) applies shall:
2. disclose to the Corporation the nature and extent of the interest; and
3. 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
4. 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 Governor who:

1. has any financial interest in:

* 1. the supply of work to the institution, or the supply of goods for the purposes of the College;
	2. any contract or proposed contract concerning the College; or
	3. any other matter relating to the College; or
1. 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 Governorsconsidering 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.

1. 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:

1. need not disclose a financial interest; and
2. 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
3. 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 Clerk 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 Collegeto any person wishing to inspect it.

**Meetings**

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

 (2) Subject to paragraphs (4) and (5) 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 Corporation writtenor electronic notice of the meeting and a copy of the proposed agenda and associated papers**.**

(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 members a copy of the agenda item concerned, together with any relevant papers.

(4) A meeting of the Corporation, called an “Extraordinary meeting”, may be called at any time by the 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 members (this excludes the CEO, Principal, Staff and student members).

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

(6) Every Governorshall 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.

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

**Written resolutions (postal or via email)**

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 to every eligible member;

 (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 email) specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date.

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

 (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.

 (4) For the purposes of clause 11(3) “circulation date” is the day on which copies of the written or emailed resolution are sent or submitted to Governors or, if copies are sent or submitted on different days, to the first of those days.

**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 2 and must include a majority of External Governors. **In the event of Governors becoming ill with Coronavirus/Covid19 meetings of the Corporation shall be quorate if the number of members present is at least 30% of the total number of members 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.

(2) If the number of Governors 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 may be terminated.

(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.

 (5) Co-opted Committee Members also count towards the quorum of a

 Committee.

**Minutes**

13. (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, 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.

(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.

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

(5) Subject to confidential items not being published, the Clerk will ensure that the minutes of 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.

 (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.

**Public access to meetings**

14. 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/Principaland in making its decision, it shall give consideration to clause 16 (2). This Policy will be made available on the College’s website.

**Publication of minutes and papers**

15. (1) Subject to paragraph (2), the Clerk shall ensure that a copy of:

1. the agendaand approved minutes for every meeting of

 the Corporation;

1. 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.

(2) There shall be excluded from any item made available for inspection any material relating to:

1. a named person employed at or proposed to be employed at the College;
2. a named student at, or candidate for admission to, the College;
3. the Clerk; or
4. any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

(3) The Clerkshall ensure that a copy of the open 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 annually all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

**Payment of allowances to Members and Co-opted Committee Members**

16. The Corporation may pay to its Governorssuch travelling, subsistence or other allowances as it decides, but shall not without the written approval of the Secretary of State, and the Charity Commission, pay allowances which remunerate the Governors for their services as members.

**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 to any other person who so requests a copy, and shall be available for inspection at the institution 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 the ViceChair 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

b) the signature of any other Governor.

**Means of communication**

20. (1) Any notice or other document to be given to or by any person pursuant to this Instrument:

(a) must be in writing; or

(b) must be given in electronic format.

 (2) The Corporation may give notice or other documents to a Governor either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the Governor at his or her address; or

(c) by leaving it at the address of the Governor; or

(d) by sending it in electronic format to the Governor’s address.

(3) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(4) Proof that an electronic format of notice was given shall be conclusive where the Corporation can demonstrate that it was properly addressed and sent.

(5) Notice shall be deemed to be given:

(a) 72 hours after the envelope containing it was posted by first class post; or

(b) in the case of an electronic format of communication, 48 hours after it was sent.

ARTICLES OF GOVERNMENT

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**Interpretation of the terms used**

1. In these Articles of Government:
2. any reference to “the CEO/Principal” shall include a person acting as CEO or Principal;
3. “the Articles” means these Articles of Government;
4. “Chair” and “Vice-Chair” mean respectively the Chair and a Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government;
5. “the Clerk” has the same meaning as in the Instrument of Government;
6. “the Corporation” has the same meaning as in the Instrument of Government;
7. “staff member” and “student member” have the same meanings as in the Instrument of Government;
8. “the Secretary of State” means the Secretary of State for Education;
9. “senior post” means the post of CEOand such other senior posts as the Corporation may decide for the purposes of these Articles;
10. “the staff’ means all the staff who have a contract of employment with the College;
11. “the students’ union” has the same meaning as in the Instrument of Government.

**Conduct of the College**

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.

**Responsibilities of the Corporation, the CEO and the Clerk**

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

 (a) the determination and development of the educational character and mission of the Collegeand 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.

(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’sacademic 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) 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.

**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 or Clerk/Principal 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**.**

 (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 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 governing such arrangements.

**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.

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

 (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.

**The Audit committee**

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

 (2) The Audit Committee shall consist of at least three persons and may not include members of staff at the institution and shall operate in accordance with any requirements of the CE of the Education and Skills Funding Agency and any other relevant funding bodies.

**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. Those persons shall count towards the quorum of that committee, and have full voting rights.

**Access to committees by non-members and 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;

(b) the Open Minutes of all Corporation meetings

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

**Delegable and 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 Collegeand the Corporation and for safeguarding their assets;

(d) the appointment of the CEOor 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.

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 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.

(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 CEOmay 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 by the Corporation.

**Appointment and promotion of staff**

12. (1) Where there is a vacancy or expected vacancy in a senior post (ie 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:

(i) at least threemembers 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 or Deputy CEO; or

(ii) the CEOand at least three other members of the Corporation, where the vacancy is for any other senior post holder**.**

(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.

(3) If the Corporation approves the recommendation of the selection panel (if applicable), 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 (if applicable).

(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.

13. The CEOshall 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.

**Grievance, suspension and disciplinary procedures**

14.(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

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

(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.

**Academic freedom**

15. In making rules under Article 14, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

**The Clerk to the Corporation**

16 Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder.

**Students**

17.(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.

1. 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**

18. 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 Education and Skills Funding Agency.

**Co-operation with the CE of the Education and Skills Funding’s auditor**

19. The Corporation shall co-operate with any person who has been authorised by the CE of the Education andSkills 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**

20. (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.

**Accounts and audit of accounts**

21. (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 the Education andSkills 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.

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

(5) The “financial year” means the first financial year and, except as provided for in paragraph (7), each successive period of twelve months.

(6) 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 the Education andSkills Funding’ approval.

(7) 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 Education andSkills 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 bye-laws**

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

**Copies of Articles of Government and rules and bye-laws**

23. 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 institution upon request, during normal office hours, to every member of staff and every student.

**Modification or replacement of the Instrument and Articles of Government**

24.(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**

25. (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.