BLACKBURN COLLEGE

INSTRUMENT OF GOVERNMENT

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1 Interpretation of the terms used

(1) In this Instrument of Government:

(a) any reference to "**the Principal**" shall include a person acting as Principal and Chief Executive;

(b) "**the Clerk**" means the Director of Governance to the Corporation;

(c) "**the Corporation**" means the Corporation of Blackburn College;

(d) "**electronic form**" and "**electronic means**" have the meanings given to such terms in section 1168 of the Companies Act 2006;

(e) "**the institution**" means Blackburn College and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992[1];

(f) "**this Instrument**" means this Instrument of Government;

(g) "**meeting**" includes a meeting at which the members attending are present in more than one room, and/or using video conferencing and telephone conferencing;

(h) "**necessary skills**" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;

[1] 1992 c.13

(i) "**staff member**" and "**student member**" 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 5 July 2019;

(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) "**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; and

(o) "**written**" includes electronic form.

(p) References to paragraphs are to paragraphs of this Instrument and references to Articles are to Articles of the Articles of Government of the Corporation.

2 Composition of the Corporation

(1) Subject to the transitional arrangements set out in paragraph 4, the Corporation shall consist of a total of up to twenty members, including:

(a) up to fifteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;

(b) the Principal, unless the Principal chooses not to be a member;

(c) two members who are members of the institution's staff and have a contract of employment with the institution and who have been nominated and elected as set out in paragraphs (3), (4) or (5) ("**staff members**");

(d) two members 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**").

(2) Where the Corporation has decided or decides that there are to be two staff members:

(a) 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

(b) each may be a member of the academic or non-academic staff, nominated and elected by all staff.

(3) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

3 Determination of membership numbers

(1) Subject to paragraph (2) and the transitional arrangements set out in clause 4, the number of members of the Corporation, and the number of members of each variable category shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government.

(2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that:

(a) the number of members of the Corporation, shall not be less than twelve or more than twenty; and

(b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

(3) No determination under this Clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

4 Transitional arrangements

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

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

(b) the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

5 Appointment of the members of the Corporation

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

(2) The appointing authority may decline to appoint a person as a staff or student member if:

(a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or

(b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or

(c) the person is ineligible to be a member of the corporation because of clause 8.

(3) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

6 Appointment of the Chair and Vice-Chair

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

(2) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

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

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

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

(6) If the Corporation 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 Corporation 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 members 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 members shall appoint a replacement from among themselves.

(10) At the meeting before the "last meeting" referred to in sub-clauses (8) and (9) above, the Corporation shall decide whether the appointment of a replacement Chair and/or Vice-Chair shall be by a process based upon email voting as set out in sub-clause (11) below or by a vote in a meeting as set out in clause 14 below. Voting by electronic means approved by the Board at the time but for the avoidance of doubt shall not include a written resolution by the process set out in clause 18.

(11) If the Corporation decides that the appointment of a replacement Chair or Vice-Chair shall be by way of electronic voting, the process for such appointments shall be as follows:

(a) Long enough before the "last meeting" referred to in sub clauses (8) and (9) above (which shall be referred to below as "The Meeting") the Clerk shall write to all members seeking, by a specified date not less than 7 days after the date upon which the Clerk writes to the members, nominations for the post of Chair or Vice-Chair as the case may be.

(b) Members may nominate themselves for such posts. It is not necessary for any nomination to be seconded.

(c) If there should only be one nominee for the office in question, the Clerk shall, as soon as practicable after that specified date, report accordingly to the members.

(d) At The Meeting, the members shall appoint that person to that office or as Chair designate allowing for a period of handover from the previous Chair, circumstances permitting.

(e) If there should be more than one nominee for a particular office, the Clerk shall circulate the names of the nominees to the members and invite them to vote for one nominee by post or other agreed means; such votes to be received by the Clerk by a specified date not less than 7 days after the date upon which the Clerk writes to the members.

(f) As soon as practicable after that specified date, the Clerk shall report to the members which nominee secured the most votes.

(g) At The Meeting the members shall appoint that person to the office in question or as Chair designate allowing for a period of handover from the previous Chair, circumstances permitting.

(h) In the event of an equality of votes between two or more nominees they shall draw lots and, at The Meeting, the members shall appoint to the office in question the nominee who is successful in that process of drawing lots."

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

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

7 Appointment of the Clerk to the Corporation

(1) The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.

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

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

(4) Subject to clause 14, 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 the institution and will be independent of College management.

8 Persons who are ineligible to be members

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

(2) The Clerk may not be a member.

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

(4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

(5) A person shall be disqualified from holding, or from continuing to hold, office as a member, if that person is disqualified from acting as a charity trustee under the Charities Act 2011 (as amended from time to time).

(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 his having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—

(a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of

imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or

(b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

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

(9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

9 The term of office of a member

(1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.

(3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

10 Termination of membership

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

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

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

(a) is unfit or unable to discharge the functions of a member; or

(b) has been absent from meetings of the Corporation or Committee for a period longer than six consecutive months without the permission of the Corporation or Chair of that Committee; or

(c) is in breach of the Code of Conduct for Corporation Members

(d) has been guilty of any fraud or dishonesty or has acted in a manner which, in the Corporation's opinion, brings or is likely to bring, the Corporation into disrepute or is materially adverse to the Corporation's interests; or

(e) should not continue in office, as their appointment is not in the best interests of the Corporation for whatever reason

the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

(4) Any person who is a member of the Corporation 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.

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

(a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or

(b) if expelled from the institution, and the office shall then be vacant.

11 Members not to hold interests in matters relating to the institution

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

(a) disclose to the Corporation the nature and extent of the interest; and

(b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

(c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(2) This paragraph applies to a member who:

(a) (a) has any financial interest in:

(i) the supply of work to the institution, or the supply of goods for the purposes of the institution;

(ii) any contract or proposed contract concerning the institution; or

(iii) any other matter relating to the institution; or

(b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:

(a) need not disclose a financial interest; and

(b) may take part in 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.

(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 institution to any person wishing to inspect it.

12 Meetings

(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 13(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 written notice of the meeting and a copy of the proposed agenda.

(3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the 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 a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.

(5) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

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

13 Quorum

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

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

(3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

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

14 Proceedings of meetings

(1) The provisions of this clause 14 shall be subject to the provisions of sub-clause 6(10) and 6(11).

(2) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

(3) 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.

(4) A member may not vote by proxy or by way of postal vote.

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

(6) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:

(a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

(b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;

(c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and

(d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

(7) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (6).

(8) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(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 institution, a student member shall:

(a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and

(b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

(10) The Clerk:

(a) 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

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

(11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation 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 Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.

15 Minutes

(1) Written minutes of every meeting of the Corporation 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 (l) 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 a true and accurate, record, then these minutes are considered as being approved.

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the Chief Executive, student members or the Clerk have withdrawn from a meeting in accordance with clause 14(6), (7), (9), (10) or (l l) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

16 Public access to meetings

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 Principal and in making its decision, it shall give consideration to clause 17(2).

17 Publication of minutes and papers

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

(a) the agenda for every meeting of the Corporation;

(b) the draft minutes from the previous meeting for approval as an agenda item;

(c) the approved minutes of every such meeting; and

(d) any report, document or other paper considered at any such meeting,

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

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

(a) a named person employed at or proposed to be employed at the institution;

(b) a named student at, or candidate for admission to, the institution;

(c) the Clerk; or

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

(3) The Corporation shall ensure that a copy of the approved minutes of every meeting of the Corporation, under paragraph (l), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of twelve months.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

18 Written Resolutions

(1) Subject to sub-clause 18(8), A resolution in writing agreed by a simple majority of the Corporation members who would have been entitled to vote upon it had it been proposed at a meeting on the circulation date ("**eligible member**") shall be effective provided that:

(a) a copy of the proposed resolution(s) has been sent to every eligible member, together with a statement informing the member how to signify their agreement to

the written resolution and the date by which the resolution must be passed if it is not to lapse in accordance with sub-clause 18(5);

(b) a simple majority of members have signified agreement to the resolution(s); and

(c) it is contained in a document authenticated by the Clerk which has been received at the address specified by the Corporation for the receipt of documents within a period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement in accordance with sub-clause 18(3).

(3) A member signifies their agreement to a proposed written resolution when the Clerk receives from them an authenticated document identifying the resolution to which it relates and indicating the member's agreement to the resolution. A member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

(a) if the document is sent to the Clerk in electronic form by electronic means, it is authenticated if the identity of the sender if confirmed in a manner specified by the Clerk or, where no such manner has been specified by the Clerk, if it is accompanied by a statement of the identity of the sender and the Clerk has no reason to doubt the truth of the statement.

(4) A resolution is passed when the required majority of eligible members have signified their agreement to it. In the case of a member that is an organisation, its authorised representative may signify its agreement.

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

(6) For the purposes of this clause 18 "**circulation date**" is the day on which copies of the written resolution are sent for submitted to members or, if copies are sent or submitted on different days, to the first of those days.

(7) The outcome of written resolutions shall be taken as an agenda item to the next meeting which is not a special meeting.

(8) The following decisions cannot be made by way of a written resolution, and must instead be decided at a meeting:

(a) a decision to change the name of the Corporation;

(b) a decision to amend this Instrument or the Articles;

(c) a decision to remove a member under clause 10; or

(d) a decision to appoint a senior post-holder of the Corporation of the institution

19 Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Corporation and will be made available, during normal office hours, to any person who requests a copy free of charge.

20 Change of name of the Corporation

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

21 Application of the seal

(1) The application of the seal of the Corporation shall be authenticated by:

(a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and

(b) the signature of any other member.

BLACKBURN COLLEGE

ARTICLES OF GOVERNMENT

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1 Interpretation of the terms used

(1) In these Articles of Government:

(a) any reference to the Principal shall include a person acting as Principal and Chief Executive;

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

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

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

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

(f) "staff member" and "student member" have the same meanings as in the Instrument of Government;

(g) "the Secretary of State" means the Secretary of State for Education;

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

(i) "the staff' means all the staff who have a contract of employment with the institution;

(j) "the students' union" has the same meaning as in the Instrument of Government.

2 Conduct of the institution

(1) The institution 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 institution.

3 Responsibilities of the Corporation, the Principal and the Clerk

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

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

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

(c) monitoring the quality strategy of the institution;

(d) the effective and efficient use of resources, the solvency of the institution 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) The Corporation shall appoint a Principal and Chief Executive. The references to "Principal" in these Articles and the associated Instrument of Government shall be construed so as to apply to the combined role of Principal and Chief Executive. Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for:

(a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation; and

(b) 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.

(c) the determination of the institution's academic and other activities;

(d) the organisation, direction and management of the institution 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 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.

4 The establishment of committees and delegation of functions generally

(1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to:

(a) such committees;

(b) the Chair, or in the Chair's absence, the Vice-Chair;

(c) 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 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[2] governing such arrangements.

5 The Governance Panel

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

(a) the appointment of members (other than as a parent, staff or student member); and

(b) such other matters relating to membership and appointments as the Corporation may ask it to.

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

(3) The Governance Panel shall also undertake performance assessments for all Governors, and any other functions that the Corporation may ask of it.

(4) The Corporation may make rules specifying the way in which the Governance Panel is to be conducted.

6 The audit committee

(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 include members of staff at the institution with the exception of those in senior posts and shall operate in accordance with any requirements stipulated by the funding agency.

7 Composition of committees

(1) 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.

[2] 2006 c.40

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

(1) The Corporation shall ensure that:

(a) it has an agreed 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 committee at the subsequent meeting,-are published on the institution's website and made available for inspection at the institution by any person, during normal office hours.

9 Delegable and non-delegable functions

The Corporation shall not delegate the following functions:

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

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

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

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

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

(f) 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);

(g) the modification or revocation of these Articles.

10 The Corporation may not delegate**:**

(1)

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

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

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

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

(1)

(a) the management of budget and resources; and

(b) any functions that have been delegated to the Principal by the Corporation.

(2) Paragraph (3) applies:

(a) to the functions of the suspension and dismissal of staff (other than the holders of senior posts or the Clerk where the Clerk is also a member of the staff): and

(b) only in exceptional circumstances according to business need.

(3) The Principal and the holder of any other senior post (but in the latter case only if, in exercise of the power described in paragraph (1), the Principal has delegated such functions to the holder of any other senior post) may delegate such functions to the holder of any other post within the Executive Team of the Corporation.

(4) Written notice of any exercise of the delegation referred to in paragraph (3) shall be given to the member of the Executive Team to whom the delegation has been made and any member of staff in respect of whom the member of the Executive Team has been given delegated authority to determine any question of suspension or discipline.

(5) Any such delegation referred to in paragraph (3) shall also be reported to the meeting of the Corporation next following.

12 Appointment and promotion of staff

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

(a) advertise the vacancy nationally; and

(b) appoint a selection panel consisting of:

(i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or

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

(2) The members of the selection panel shall:

(a) decide on the arrangements for selecting the applicants for interview;

(b) interview the applicants; and

(c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

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

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

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

(a) may be required to act as Principal or in the place of any other senior post holder; and

(b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

13 The 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.

in accordance with the Corporation's policies and procedures in this regard.

14 Rules relating to the conduct of staff

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

15 Academic freedom

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 Corporation shall have regard to the importance of freedom of speech, and take such steps as are reasonably practicable in order to secure freedom of speech within the law for their staff, members, students, learners and visiting speakers.

16 Grievance, suspension and disciplinary procedures

(1) After consultation with staff, the Corporation will approve procedures for all staff, including Senior Postholders, setting out grievance, suspension, discipline and dismissal, and such procedures shall be subject to the provisions of articles 3(1)(e), 3(3)(c), 9(d), 9(e), 10(1) and 17.

(2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

(3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

17 Suspension and dismissal of the Clerk

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

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

18 Students

(1) Any students ' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.

(2) The students' union shall present audited accounts annually to the Corporation.

(3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

19 Financial matters

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 Department for Education or any regulator.

20 Internal audit

(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 (l) 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 (I) if those persons are already appointed as external auditors under article 22.

21 Accounts and audit of accounts

(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 Department for Education as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

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

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

(5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the Department for Education.

(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.

(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 Regulator’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this Article.

22 Procedures and bye-laws

The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

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

A copy of these Articles, and of any rules and bye-laws, will be made available, during normal office hours, to any person who requests a copy free of charge.

24 Modification or replacement of the Instrument and Articles of Government

(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.

25 Dissolution of the Corporation

(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.