

INSTRUMENT OF GOVERNMENT  
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## **1. Interpretation of the terms used**

### **1.1** In this Instrument of Government:

- (a) Any reference to “the Chief Executive Officer” shall include a person acting as Chief Executive Officer.
- (b) “The Clerk” means the Group Director of Governance acting in their capacity as Clerk to the Corporation or individual appointed as a temporary Clerk in the absence of the Group Director of Governance under clause 6.
- (c) “The Corporation” means the Corporation of Bedford College and any institution for the time being conducted by the Corporation in exercise of its powers under the Further & Higher Education Act 1992.
- (d) “The institution” means Bedford 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.
- (e) “This Instrument” means the Instrument of Government.
- (f) “Meeting” includes a meeting at which members attending are present in more than one room, provided that by the use of video, telephone or web technology it is possible for every person at the meeting to communicate with each other.
- (g) “Necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have.
- (h) “Staff member” and “student member” have the meanings given to them in clause 2.
- (i) “The Secretary of State” means the Secretary of State for Education or that department which has regulatory oversight of Further Education Corporations.
- (j) staff means all staff who have a contract of employment with the college
- (k) “Staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.
- (l) “The students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students.
- (m) A “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

## **2. Composition of the Corporation**

### **2.1** The Corporation shall consist of:

- (a) A minimum of ten and up to fifteen external members (co-opted members sit outside this number) 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 Chief Executive Officer of the institution, unless the Chief Executive Officer chooses not to be a member.
  - (c) Two members of the institution's staff, each who may be either a member of the academic staff or non- academic staff who have a contract of employment with the institution and who have been nominated and elected by staff of the institution ("staff members"); and
  - (d) Two student members who are enrolled as students at the institution and nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students; employment by the institution e.g. as an apprentice, and or in part time work at the institution does not preclude an enrolled student from being appointed ("student members").
- 2.2 A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.
- 2.3 The appointing authority, as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under clause 2.1.
- 2.4 No properly appointed representative may be mandated to vote in any particular way when acting as a Governor.

### **3. Determination of membership numbers**

- 3.1 The Corporation may at any time vary the determination referred to in clause 2.1 and any subsequent determination under this clause provided that -
- (a) The number of external members of the Corporation, shall not be less than ten (10) or more than fifteen (15); and
  - (b) 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. Appointment of the members of the Corporation**

- 4.1 The Corporation is the appointing authority in relation to the appointment of its members
- 4.2 The appointing authority may decline to appoint a person as, staff or student member if:
- (a) It is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
  - (b) The appointment of the person would contravene any rule or byelaw made under Article 20 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or 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 7.

**4.3** 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.

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

**5.1** The members of the Corporation shall appoint a Chair and a Vice-Chair or Vice-Chairs where the Corporation determines from time to time that there should be more than one, from among themselves.

**5.2** Neither the Chief Executive Officer 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.

**5.3** 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.

**5.4** The Chair and Vice-Chair shall hold office for such period as the Corporation decides.

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

**5.6** 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 until such time as a replacement can be appointed by due process.

**5.7** 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.

**5.8** 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.

**5.9** 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.

**5.10** At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

**5.11** Clause 5.10 is subject to any rule or provision made by the Corporation under Article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

**6. Appointment of the Clerk to the Corporation (Group Director of Governance)**

- 6.1 The Corporation shall appoint a person to serve as its Clerk, to be known and referred to as the Group Director of Governance, but the Chief Executive Officer may not be appointed as Clerk.
- 6.2 In the temporary absence of the Group Director of Governance, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.
- 6.3 Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under clause 6.2.
- 6.4 Subject to clause 13, the Group Director of Governance or individual serving as a temporary Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- 6.5 The Group Director of Governance or individual serving as a temporary Clerk may also be a member of staff at the institution.

**7. Persons who are ineligible to be members**

- 7.1 No one under the age of 18 years may be a member, except as a student member.
- 7.2 The Group Director of Governance or individual serving as a temporary Clerk may not be a member.
- 7.3 A person who is a member of staff of the institution may not be, or continue as, a member except as a staff member, student member as provided for in 2.1.d or in the capacity of Chief Executive Officer.
- 7.4 Clause 7.3 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.
- 7.5 A person who is debarred or disqualified from or ineligible to serve as a charity trustee or a company director for any reason shall be ineligible to be a member
- 7.6 Where and for as long as the Corporation reasonably considers that there are genuine safeguarding concerns or concerns in respect of a person's suitability to carry out the role, a person shall be ineligible to be a member
- 7.7 Members by accepting their appointment declare their eligibility for the role, have an on-going duty of disclosure and must complete any documentation requested by the Clerk on request.

**8. The term of office of a member**

- 8.1 A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- 8.2 Members retiring at the end of their term of office shall be eligible for

reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.

- 8.3** Clause 8.2 is subject to any rule or provision made by the Corporation under Article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

## **9. Termination of membership**

- 9.1** A member may resign from office at any time by giving notice in writing to the Clerk.

- 9.2** A member of the Corporation who becomes ineligible to be a member shall cease to be a member with immediate effect and shall immediately give notice of that fact to the Clerk. Should the individual subsequently become eligible again, he or she shall be eligible for re-appointment.

- 9.3** If at any time the Corporation considers on reasonable grounds that any member:

- (a) Is unfit or unable to discharge the functions of a member; or
- (b) The Corporation considers on reasonable grounds that it is in the best interests of the Corporation, the College's students or potential students or staff that any member stand down; or
- (c) The Corporation considers on reasonable grounds that it is necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties; or
- (d) Has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation

The Corporation may by notice in writing either in hard copy or electronic form to that member remove or suspend them from office.

- 9.4** Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Chief Executive Officer, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

- 9.5** A student member shall cease to hold office:

- (a) At the end of the relevant 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.

## **10. Members not to hold interests in matters relating to the institution**

- 10.1** A member to whom clause 10.2 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 clause 10.2 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 clause 10.2 is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

**10.2** This clause applies to a member who;

**10.2.1** Has any financial interest in.

- (a) The supply of work to the institution, or the supply of goods for the purposes of the institution; or any member of the College group or associated undertaking
- (b) Any contract or proposed contract concerning the institution; or any member of the College group or associated undertaking
- (c) Any other matter relating to the institution; or any member of the College group or associated undertaking, or

**10.2.2** Has any other interest of a type specified by the Corporation in any matter relating to the institution or any member of the College group or associated undertaking

**10.3** 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.

**10.4** 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.

**10.5** 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.

## **11. Meetings**

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

**11.2** Subject to clauses 11.4 and 11.5 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 written notice of the meeting and a copy of the proposed agenda.

- 11.3** 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.
- 11.4** 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.
- 11.5** Where the Chair, or in the Chair’s absence a 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 with less than seven calendar days.
- 11.6** 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.

## **12. Quorum**

- 12.1** Meetings of the Corporation shall be quorate if the number of members present (either in person or through electronic communication) is at least 40% of the total number of members (to include the higher of 3 or 50% attendees being external members), entitled to receive notice of and to attend and vote at the meeting, subject always that a single governor may not constitute a quorum.
- 12.2** If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 12.3** If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 12.4** 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.

## **13. Proceedings of meetings**

- 13.1** Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- 13.2** Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- 13.3** A member may not vote by proxy or by way of postal vote, but it is not prohibited from casting a vote when attending a meeting electronically.
- 13.4** 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.

- 13.5** Except as provided by procedures made pursuant to Article 20 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Chief Executive Officer, 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.
- 13.6** A Chief Executive Officer 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 Chief Executive Officer shall withdraw in any case where the Chief Executive Officer would be required to withdraw under clause 13.5.
- 13.7** Except as provided by rules made under Article 15.3 or 20 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.
- 13.8** 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.
- 13.9** 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 clause 13.5.

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

**13.11** 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.

## **14. Written Resolutions**

**14.1** A resolution in writing agreed by 51% of those members who would have been entitled to vote upon it had been proposed at a meeting shall be effective provided that: -

(n) A copy of the proposed resolution has been sent to every eligible member or, in the case of a resolution to be considered by a committee, to every eligible member of that committee.

(o) The Chair or, in the case of a resolution to be considered by a committee, the committee chair, is satisfied that it is reasonable in the circumstances to make use of the written resolution procedure.

(p) No fewer than 51% of the governors have signified agreement to the resolution; and

(q) It is contained in a document or documents authenticated by the Clerk which have been received at the address specified by the College for the receipt of documents, including an email address where circulation is by email, within the period of 7 days beginning with the circulation date.

**14.2** A resolution in writing may comprise several copies to which one or more members have signified their agreement.

**14.3** A written resolution will lapse if it is not passed before the end of the period of 7 days beginning with the circulation date.

**14.4** For the purpose of this clause 14. "Circulation date" is the day on which copies of the written resolution are sent or submitted to governors or, if copies are sent or submitted on different days, to the first of those days.

## **15. Minutes**

**15.1** Written minutes of every meeting of the Corporation shall be prepared, and, subject to clause 15.2, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

**15.2** Clause 15.1 shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

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

**15.4** Separate minutes shall be taken of those parts of meetings from which staff members, the Chief Executive Officer, student members or the Clerk have withdrawn from a meeting in accordance with clauses 13.5, 13.6, 13.8, 13.9 or 13.10 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**

**16.1** The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to clause 16.2

**16.2** Persons who are not members will not be admitted to meetings of the Corporation or its committees unless invited to do so by the Chair of the Corporation or a respective Committee

## **17. Publication of minutes and papers**

**17.1** Subject to clause 17.2 the Corporation shall ensure that a copy of -

- (a) the agenda for every meeting of the Corporation.
- (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting.
- (c) the minutes of every such meeting approved by the Chair under clause 15.3 above; 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.

**17.2** There shall be excluded from any item made available for inspection any material relating to -

- (a) A named person employed at or proposed to be employed at the 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.

**17.3** The Corporation shall ensure that a copy of the approved minutes of every meeting of the Corporation, under clause 17.1, 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 12 months.

**17.4** The Corporation shall review regularly all material excluded from inspection under clause 17.2 and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the

public interest in disclosure outweighs that reason.

**18. Copies of the Instrument of Government**

A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

**19. Change of name of the Corporation**

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

**20. Application of the seal**

**20.1** 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.

## ARTICLES OF GOVERNMENT CONTENTS

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## **1. Interpretation of the terms used**

### **1.1** In these Articles of Government:

- (a) Any reference to “the Chief Executive Officer” shall include a person acting as Chief Executive Officer
- (b) “The Articles” means these Articles of Government.
- (c) “Chair” and “Vice-Chair(s)” mean respectively the Chair and Vice-Chair(s) of the Corporation appointed under clause 5 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) “The Governance Committee” shall be the Committee responsible for governor selection and appointment previously referred to for the purpose of these articles as the Search Committee
- (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 or that department which has regulatory oversight of Further Education Corporations.
- (h) “Senior post” means the post of Chief Executive Officer 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**

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 Chief Executive Officer and the Clerk**

### **3.1** The Corporation shall be responsible for the following functions:

- (a) The determination and periodic review of the educational character and mission of the 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) Approving 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.

**3.2** Subject to the responsibilities of the Corporation, the Chief Executive Officer shall be responsible for the following functions

- (a) Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation.
- (b) The determination of the institution's academic and other activities.
- (c) Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- (d) The organisation, direction and management of the 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.

**3.3** 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**

**4.1** The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Chief Executive Officer or Clerk and may delegate powers to:

- (a) Such committees.
- (b) The Chair, or in the Chair's absence, a Vice-Chair; or
- (c) The Chief Executive Officer.

**4.2** The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

- 4.3** The Corporation may also establish committees under collaboration arrangements made with other further education 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.

## **5. The Governance Committee**

- 5.1** The Corporation shall establish a committee, to be known as the “Governance Committee”, to advise on:
- (a) The appointment of members (other than as a parent, staff or student member) and non-member participants on committees; and
  - (b) Such other matters relating to membership and appointments as the Corporation may ask it to.
- 5.2** The Corporation shall not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the Governance Committee.
- 5.3** The Corporation may make rules specifying the way in which the Governance Committee is to be conducted. A copy of these rules, together with the Governance Committee’s terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution’s website and shall be made available for inspection at the institution by any person during normal office hours.
- 5.4** The Corporation shall review regularly all material excluded from inspection under Article 5.3 and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

## **6. The Audit & Risk Committee**

- 6.1** The Corporation shall establish a committee, to be known as the “Audit & Risk Committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.
- 6.2** The Audit & Risk Committee shall consist of at least three persons and shall operate in accordance with any requirements of the funding agencies and approved terms of reference.

## **7. Composition of committees**

Any committee established by the Corporation, other than the committee referred to in article 9, may include persons who are not members of the Corporation.

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

**8.1** The Corporation shall ensure that:

- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
  - (b) the minutes of committee meetings, if they have been approved by the Chair of the 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**

**9.1** 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 institution's overarching strategic direction and strategic plan
- (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 modification or revocation of these Articles.
- (f) The appointment of the Chief Executive Officer, Clerk to the Corporation and other designated senior posts

**9.2** The Corporation may not delegate

- (a) The consideration of the case for dismissal, and
- (b) The power to determine an appeal in connection with the dismissal of the Chief Executive Officer, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

**9.3** The Corporation shall make rules specifying the way in which a committee having functions under Article 9.2 shall be established and conducted.

**9.4** The Chief Executive Officer may delegate functions to the holder of any other senior post and or members of the executive team other than-

- (a) The management of budget and resources; and
- (b) Any functions that have been delegated to the Chief Executive Officer by the Corporation.

## **10 Appointment and promotion of staff**

**10.1** Where there is a vacancy or expected vacancy in a designated senior post as defined in these Articles, the Corporation shall determine appropriate recruitment appointment and promotion arrangements to fill vacant posts and under the determined arrangements shall

- (a) Appoint a selection panel consisting of—

- (i) At least five members of the Corporation including the Chair or the Vice-Chair(s) or , where the vacancy is for the post of Chief Executive Officer;
- (ii) the Chief Executive Officer and at least three other members of the Corporation, where the vacancy is for a permanent appointment, for these purposes defined as an appointment with no set end date, of any other designated senior post.

10.2 The Corporation may specify in its Scheme of Delegation or policy approved the operational responsibilities relating to recruitment, suspension, investigation and dismissal processes for senior Post Holders, including the appointment of panel chairs, lead governors and the role of HR advisers.

10.3 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.

10.4 If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

10.5 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 Article 10.3, with or without first re-advertising the vacancy.

10.6 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 Chief Executive Officer or in the place of any other senior post holder; and
- (b) If so required, shall have all the duties and responsibilities of the Chief Executive Officer or such other senior post holder during the period of the vacancy or temporary absence.

10.7 The Chief Executive Officer shall have responsibility for selecting for appointment all members of staff other than -

- (a) Senior post holders; and
- (b) Where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff

## 11 Academic freedom

In making rules under Article 12, 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.

## **12 Grievance, suspension and disciplinary procedures**

12.1 The Corporation shall make rules regarding discipline, dismissal, grievances and suspension of senior post holders, including the composition of panels, the role of the Chair in matters relating to the CEO and Group Director of Governance (Clerk) and the right of appeal to governors unconnected with the case. Such procedures shall be subject to the provisions of Articles 3.1(f), 3.2(e), 9.2, 13

12.2 The Corporation has delegated responsibility for making rules regarding discipline, dismissal, grievances and suspension of staff other than senior post holders to the Chief Executive Officer

12.3 Any rules made under Article 12.1 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.

12.4 Any rules made under Article 12.1 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.

## **13 Suspension and dismissal of the Clerk**

13.1 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 12

14.2 Where the Clerk is suspended or dismissed under Article 12, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

## **14 Students**

14.1 Any students' union established shall not be a separate legal entity and shall operate as an unincorporated association within the governance framework and in line with a constitution approved by the Corporation.

14.2 The Corporation has delegated the making of 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) to the CEO.

## **15 Financial matters**

The Corporation shall approve 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 funding agencies

## **16 Co-operation with the Secretary of State's auditor**

The Corporation shall co-operate with any person who has been authorised by the Secretary of State 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**

**17.1** 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

**17.2** The Corporation may arrange for the examination and evaluation mentioned in Article 17.1 to be carried out on its behalf by internal auditors.

**17.3** The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in Article 17.1 if those persons are already appointed as external auditors under Article 18.

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

18.1 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.

18.2 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 funding agencies 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.

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

18.4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under Article 18.

18.5 Auditors shall be appointed and audit work conducted in accordance with any requirements of the funding agencies.

18.6 The “financial year” means the first financial year and, except as provided for in Article 19.8 each successive period of twelve months.

18.7 The “first financial year” means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the funding agencies approval.

18.8 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 funding agencies approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

## **19 Rules and byelaws**

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.

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

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 at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

## **21. Modification or replacement of the Instrument and Articles of Government**

**21.1** Subject to Article 21.2 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.

**21.2** The Corporation shall not make changes to the Instrument or Articles of government that would result in the body ceasing to be a charity.

## **22. Dissolution of the Corporation**

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

**22.2** 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.