

MYERSCOUGH COLLEGE

SCHEDULE 1 INSTRUMENT OF GOVERNMENT

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1. Interpretation of the terms used In

this Instrument of Government:

- a) any reference to “the Principal” shall include a person acting as Principal;
- b) “the Clerk” means the Clerk to the Corporation / Director of Governance;
- c) “the Corporation” means the Governing body of Myerscough College;
- d) “the College” means the Myerscough College which the Corporation is established to conduct and any college for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992 and any subsequent legislation;
- e) ‘electronic form’ means a document that is sent or supplied by electronic means (including email) or by any other means within an electronic form (for example, sending a disc by post). A document that is sent or supplied by electronic form must be sent by or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient to read it or retain a copy of it.
- 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, provided that by the use of video-conferencing facilities or other similar communications equipment whereby it is possible for every

person present at the meeting to see and hear each other and participate in a meeting and, subject to this instrument, shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group where the Chair of the meeting then is;

- h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- i) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st March 2012;
- j) “the Secretary of State” means the Secretary of State for Education or any successor organisation from time to time;
- 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) ‘written’ includes electronic form.

2. Composition of the Corporation

- 1) The Corporation shall consist of:
 - a) up to twenty members, but not less than ten, 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 (Independent Governors); and
 - b) the Principal of the institution, unless the Principal chooses not to be a member;
 - c) two members staff, one being a member of the academic staff, to be nominated and elected by those staff, and one being a member of the support staff, to be nominated and elected by those staff (staff Governors);
- 2) two members who are Students at the College, one of which shall be an FE student and one shall be an HE student both having been nominated and elected through the Student Council. 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.
- 3) The appointing authority, as set out in clause 4, shall decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).
- 4) Changes to the number of members can only be by resolution of its members.

3. Determination of membership numbers

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

- a) the number of independent members of the Corporation shall not be less than ten or more than twenty; and

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

- 1) 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 byelaw made under article 18 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
 - (c) the person is ineligible to be a member of the corporation because of clause 7.
- 2) A member of the Corporation, or a co-opted committee member, shall hold office for a term determined by the Corporation on appointment.
- 3) Members, and co-opted committee members, retiring at the end of their term of office shall be eligible for reappointment subject to the conditions outlined in relation to terms of office in the Corporation Standing Orders.
- 4) 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

- 1) The members of the Corporation shall appoint a Chair and a Vice-Chair from among their number.
- 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 or the Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice Chair from office and the office shall then be vacant.
- 7) At the last meeting before the end of the term of office of the Chair or Vice Chair, or at the first meeting following the Chair's or Vice Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- 8) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- 9) Paragraph (8) is subject to any rule or bye-law made by the Corporation under article 18 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

- 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 6 (2).
- 4) Subject to clause 13 (10), the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- 5) The Clerk shall be independent of the College management and shall have no management duties or responsibilities.

7. Persons who are ineligible to be members

- 1) The Corporation will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation.
- 2) The following may not be appointed as a member, or from continuing to be a member of, the Corporation
 - a) No person under the age of 18 years may be a member, except as a student member.

- b) The Clerk may not be a member.
 - c) 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.
 - d) Paragraph 7(2)(c) 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.
 - e) Subject to paragraphs (3) and (4), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including and individual voluntary arrangement
- (3) 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 restriction 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.
- (4) 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.
- (5) Subject to paragraph (6), a person shall be disqualified from holding, for 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.
- (6) 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.
- (7) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs 7(2)(e) or (5), the member shall immediately give notice of that fact to the Clerk.
- (8) Restrictions on eligibility are as laid down by the Charities Act 2011 and the relevant information from the Act is available from the Clerk on request.

8. 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 4 shall apply to the reappointment of a member as it does to the appointment of a member.
- 3) Members are permitted, in accordance with Paragraph (2) to serve two consecutive terms of office, or in the case of persons who have served as the Chair or Vice-Chair of the Corporation, a further third term of office, following which they must resign and are not eligible to reapply for a vacancy for a period of twelve months.
- 4) Co-opted Members shall serve for a period of one year and shall be eligible for reappointment for further terms of office.
- 5) Co-opted members shall serve for similar terms of office as applies to members of the Corporation and must retire at the end of eight consecutive terms of twelve months.

9. Termination of membership

- 1) A member may resign from office at any time by giving notice in writing to the Clerk.
- 2) 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 for a period longer than six consecutive months without the permission of the Corporation;

the Corporation may suspend the individual pending further investigation and subsequently/or by notice in writing to that member remove the member from office and the office shall then be vacant.

- 3) Any person who is a member of the Corporation by virtue of being a member of the staff at the College, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- 4) A student 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 College,and the office shall then be vacant.

10. Members not to hold interests in matters relating to the College

- 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
- 2) This paragraph applies to a member who:
 - a) has any financial interest in
 - I. the supply of work to the College, or the supply of goods for the purposes of the College;
 - II. any contract or proposed contract concerning the College; or
 - III. any other matter relating to the College; or
 - b) has any other interest of a type specified by the Corporation in any matter relating to the College.
- 3) This clause shall not prevent the 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 College to any person wishing to inspect it.

11. 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 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, either as a paper copy or in electronic format, 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 special meeting of the Corporation may be called at any time by the Chair or at the request of five members, at least three of whom must be independent members, in writing to the clerk.
- 5) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the notice convening the special meeting and a copy of the proposed agenda, either as a paper copy or in electronic format, may be given within less than seven calendar days' notice.
- 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

- 1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 2 and the provisions within Standing Orders.
- 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.
- 5) Members who declare an interest in an item shall not count towards the quorum.
- 6) The Quorum for meetings of Committees of the Corporation shall also be 40% of the total number of members (including vacancies) appointed to each Committee and the provisions laid down in (2), (3), (4) & (5) above shall also apply to the Committees.

13. Proceedings of meetings

- 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.
- 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.
- 3) A member may not vote by proxy or by way of postal vote or via any electronic means available at the time.
- 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.
- 5) Except as provided by procedures made pursuant to article 14 of the Instruments 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's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 6) A Principal who has chosen not to be a member of the 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 (5).
- 7) Except as provided by rules made under article 15 (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.
- 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 College, 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) 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 (5).

- 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, not including the Principal, 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, not including the Principal, to act as Clerk to the committee during this absence.

14. Written Resolutions

- 1) 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 shall be effective provided that:
 - a) a copy of the proposed resolution(s) has been sent to every eligible member;
 - 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 College 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.
- 3) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 4) For the purposes of clause 14(3) "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.
- 5) The outcome of written resolutions shall be taken as an agenda item to the next meeting which is not a special meeting

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 14(1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

- 3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true and correct record by the Chair of the meeting.
- 4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 13 (5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

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 of every such meeting;
 - c) the signed minutes of every such meeting; and
 - d) any report, document or other paper considered at any such meeting,

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

- 2) There shall be excluded from any item made available for inspection any material relating to:
 - a) a named person employed at or proposed to be employed at the College;
 - b) a named student at, or candidate for admission to, the College;
 - c) the Clerk; or
 - d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 3) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, and its committees under paragraph 15(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.
- 4) The Corporation shall review annually all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

18. Copies of the Instrument of Government

A copy of this Instrument shall be given to every member of the Corporation and shall be made available, during normal office hours, for inspection at the College upon request.

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

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.

SCHEDULE 2 ARTICLES OF GOVERNMENT

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1. Interpretation of the terms used

In these Articles of Government—

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Articles” means these Articles of Government;
- (c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair 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) “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 Business, Innovation and Skills(BIS) or any successor Department to BIS from time to time;
- (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 College;
- (j) “the students’ union” means any association of students formed to further the educational purposes of the College and the interests of students, as students.

2. Conduct of the College

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

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 College and the oversight of its activities;
- b) the approval of the College's overarching strategic direction and strategy;
- c) 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;
- d) approving the quality strategy of the College;
- e) the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
- f) approving annual estimates of income and expenditure;
- g) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, and
- h) setting a framework for the pay and conditions of service of all other staff.

2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the College, and shall be responsible for:

- a) making proposals to the Corporation about the educational character and mission of the College and implementing the decisions of the Corporation;
- b) the determination of the College's academic and other activities;
- c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- d) the organisation, direction and management of the 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; 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 good 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; or
 - 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) One of the committees established by the Corporation shall undertake, on its behalf, the 'search' function;
- 4) The Corporation may also establish committees under collaboration arrangements made with other further or higher education institutions or maintained schools (or with all), and such joint committees shall be subject to any regulatory requirements.

5. 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 of the Education and Skills Funding Agency.

6. Composition of committees

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

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

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;

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

8. Delegable and non-delegable functions

The Corporation shall not delegate the following functions-

- a) the determination of the educational character and mission of the College;
- b) the approval of the annual estimates of income and expenditure;
- c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- d) the appointment of the Principal or holder of a senior post;
- e) the appointment of the Clerk, and
- f) the modification or revocation of these Articles.

9. 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 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) (b) shall be established and conducted.

10. The Principal

The Principal may delegate functions to the holder of any other senior post and specified Executive Leadership Team members (Executive Director of Finance, Executive Director of Quality, Executive Director of Estates and Facilities, Executive Director and Assistant Principal Adult Education, Executive Director of Business Intelligence and Information Services and Executive Director / Assistant Principal Apprenticeships, Skills and Employer Engagement)* other than:

- a) the management of budget and resources; and
- b) any functions that have been delegated to the Principal by the Corporation.

*Delegation to dismiss staff to non-senior postholder members of the Executive Leadership Team shall be conditional on dismissal hearings being attended by two members of the Executive Leadership Team and the outcomes being agreed by both members present during the hearings.

11. 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, including the Clerk.
- 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, including the Clerk; 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.

12. The Principal shall have responsibility for selecting for appointment all members of staff other than:

- a. senior post holders; and
- b. the Clerk,

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

13. Rules and Code of Conduct

The Corporation shall approve a Code of Conduct for Governors together with rules relating to the conduct of staff.

14. Grievance, suspension and disciplinary procedures

- 1) After consultation with staff, the Corporation shall make rules setting out

- a) grievance procedures for all staff;
- b) procedures for the suspension of all staff; and
- c) disciplinary and dismissal procedures for
 - I. senior post-holders, and
 - II. staff other than senior post-holders

and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 8(d), 8(e) and 9(1).

- 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 were 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.

15. 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 or an appropriate committee of 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).

16. 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 Education Skills Funding Agency.

17. Co-operation with the DfE Skills Funding Audit

The Corporation shall co-operate with any person who has been authorised by the DfE to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

18. Internal audit

- 1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- 2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

19. 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 any regularity or funding body as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

- 3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- 4) Auditors shall be appointed and audit work conducted in accordance with any legal or regularity requirements.

20. Rules, bye-laws, policies and procedures

The Corporation shall have the power to make rules, bye-laws, policies and procedures relating to the government and conduct of the College and these rules, bye-laws, policies and procedures shall be subject to the provisions of the Instruments of Government and these Articles.

21. Copies of Articles of Government and rules, bye-laws, policies and procedures

A copy of these Articles, and of any rules, bye-laws, policies and procedures shall be given to every member of the Corporation and to any other person who requests a copy and shall be available for inspection at the College, during normal office hours,.

22. 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.

23. 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.