

**THE FURTHER AND HIGHER EDUCATION ACT 1992
INSTRUMENT AND ARTICLES OF GOVERNMENT 2013**

BARNESLEY COLLEGE

Based on the Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2008 as amended by the 2010 Order and subsequently the 2012 Order. Effective from 1 August 2013.

INSTRUMENT OF GOVERNMENT

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Interpretation of the terms used

1. In this Instrument of Government—

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Clerk” means the Clerk to the Governors;
- (c) “Co-opted Committee members” means individuals who are not members of the Corporation but who are co-opted onto a Committee by the Corporation because of their particular expertise;
- (d) “the Corporation” means the Corporation of Barnsley College;
- (e) “the Institution” means Barnsley 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;
- (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 telephone conference facilities it is possible for every person present at the meeting to communicate with each other;
- (h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (i) “Staff” means a person or persons who have a contract of employment with Barnsley College;
- (j) ‘staff matters’ means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.
- (k) “staff members” has the meanings given to it in clause 2;
- (l) “student members” has the meanings given to it in clause 2;
- (m) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1 August 2013;
- (n) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills (“BIS”) or the successor body to BIS from time to time;
- (o) “Senior post holder” means senior staff appointed by and accountable to, the Corporation
- (p) “Students’ Union” means any formal association of students formed to further the educational purposes of the institution and the interests of students, as students under an approved Constitution.

2 Composition of the Corporation

- 2.1 The Corporation shall consist of between twelve and eighteen 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, including:
- a) the Principal and Chief Executive of the institution, unless the Principal and Chief Executive chooses not to be a member;
 - b) at least one and not more than three members who are members of the institution’s staff (“Staff members”);
 - (c) at least one and not more than three members who are students at the institution (“student members”) and the minimum age for student members shall be 16
 - (d) up to 2 designated Senior Post Holders
- 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 Staff members may be a member of the academic or non-academic staff, nominated and elected by all staff.
- 2.4 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 paragraph 2.1.

3 Determination of membership numbers

- 3.1 Subject to clause 2, the number of members of the Corporation and the number of members in each variable category shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government.
- 3.2 The Corporation may at any time vary the determination referred to in paragraph 3.1 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 eighteen; 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 3.2.
- 3.3 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 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 If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum
- 4.3 The appointing authority may decline to appoint a person as a 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 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 charity trustee or
 - d) the person is ineligible to be a member of the Corporation under Clause 7.
- 4.4 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

- 5.1 The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves.
- 5.2 Neither the Principal nor any staff or student member or SPH member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 5.3 If the Chair and Vice-Chair(s) 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(s) shall hold office for such period as the Corporation decides and may resign from office at any time by giving notice in writing to the Clerk.
- 5.5 If the Corporation is satisfied that the Chair or 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.
- 5.7 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 or Vice Chair's resignation or removal from office, the members will appoint a replacement from among themselves.
- 5.8 At the end of their respective terms of office, the Chair and Vice-Chair(s) shall be eligible for reappointment.
- 5.9 Paragraph 5.8 is subject to any rule of bye-law made by the Corporation under Article 17 concerning the number of terms of office which a person may serve.

6 Appointment of the Clerk to the Corporation

- 6.1 The Corporation shall appoint a person to serve as its Clerk, but the Principal/CEO and any SPH may not be appointed as Clerk.
- 6.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal and any SPH may not be appointed as temporary Clerk.
- 6.3 Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (6.2).
- 6.4 Subject to clause 13.11 and 13.12, the Clerk will attend all meetings of the Corporation and its Committees.
- 6.5 The Clerk will be independent of College management and will have no management duties or responsibilities.

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 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 sabbatical officer, designated senior post holder, or in the capacity of Principal and Chief Executive.
- 7.4 Subject to paragraphs 7.5 and 7.6, 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 an individual voluntary arrangement.
- 7.5 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.
- 7.6 Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- 7.7 Subject to paragraph 7.8 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.

7.8 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.

7.9 Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs 7.4 or 7.7, the member shall immediately give notice of that fact to the Clerk.

8 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 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 Paragraph 8.2 is subject to any rule or bye-law made by the Corporation under Article 17 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 If at any time the Corporation is satisfied that any member:

a) is unfit or unable to discharge the functions of a member or that it is not in the best interests of the Corporation for the member to continue to hold office; 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 by notice in writing to that member, suspend or remove the member from office and the office shall then be vacant.

9.3 Any person who is a member of the Corporation by virtue of being a member of the Staff at the College, including the Principal, will cease to hold office upon ceasing to be a member of the Staff.

9.4 A student member will 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 student as the Corporation may decide or

(b) if expelled from the College.

9.5 If at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Corporation may by notice in writing to that member suspend the member from office until further notice.

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

10.1 A member to whom paragraph 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 paragraph 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 paragraph 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 paragraph applies to a member who—

- 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.

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 will meet at least once in every term, and will hold such other meetings as may be necessary.
- 11.2 Subject to paragraph 11.4 and to Clause 12. 4, all meetings shall be called by the Clerk, who will at least seven calendar days before the date of the meeting, send notice of the meeting and a copy of the proposed agenda to the members of the Corporation.
- 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 will, at least seven calendar days before the date of the meeting, send a copy of the agenda item concerned, together with any relevant papers to the members.
- 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. 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.
- 11.5 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 is at least 40% of the total number of members, determined according to clause 3.
- 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 at 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.
- 13.4 A resolution in writing agreed by a simple majority of the 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 has been sent to every eligible member;
 - b) a simple majority of the members have signified agreement to the resolution; and
 - c) it is contained in a document authenticated by the Clerk which has been received at the College’s principal office within the period of 28 days beginning with the circulation date.

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

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

For the purposes of this clause 13.4 (c), “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different dates, to the first of those days.

A decision taken by written resolution will be subject to the provisions of the Instrument Clause 10 in respect of eligibility.

- 13.5 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.
- 13.6 Except as provided by procedures made pursuant to article 12 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 members’ are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 13.7 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 13.6
- 13.8 A student member who is under the age of 18 will not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal
- (a) for the expenditure of money by the Corporation; or
 - (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 13.9 A student member will 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.
- 13.10 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 will:
- (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.

13.11 The Clerk 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 are to be considered, and where the Clerk is a member of staff of the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under Clause 13.

13.12 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or a Committee of the Corporation under paragraph 13.11, the Corporation will appoint a person from among themselves to act as Clerk during this absence.

14 Public access to meetings

14.1 Persons who are not members of the Corporation will not be admitted to meetings of the Corporation or its Committees unless invited to do so by the Chair of the Corporation in respect of Corporation meetings, and Committee Chairs in respect of their Committees. The Corporation will ensure that the policy for Attendance at meetings is published on the College's website.

15 Payment of allowances to members and co-opted committee members

15.1 The Corporation may pay to its members such reasonable travelling, subsistence or other allowances as it decides, but will not pay allowances which remunerate them for their services as members without the written approval of the Charity Commission or designated principal regulator of the institution from time to time.

16 Copies of the Instrument of Government

16.1 A copy of this Instrument and any rules, bye-laws, procedures and policies will be given free of charge to every member of the Corporation and will be made available to any person who so requests a copy for free, or at a charge not exceeding the costs of copying and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

17 Change of name of the Corporation

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

18 Application of the seal

18.1 The application of the seal of the Corporation shall be authenticated by:

- a) the signature of either the Chair or 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 1

ARTICLES OF GOVERNMENT

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1 Interpretation of the terms used

1.1 In these Articles of Government—

- a) any reference to “the Principal” shall include a person acting as Principal;
- b) “the Articles” means these Articles of Government;
- c) “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) “the CE of Skills Funding” means the Chief Executive of Skills Funding or any successor body from time to time;
- g) “staff member” and “student member” have the same meanings as in the Instrument of Government;
- h) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills (“BIS”) or the successor body to BIS from time to time;
- i) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- j) “the staff” means all the staff who have a contract of employment with the institution;
- k) “the students’ union” has the same meaning as in the Instrument of Government.

2 Conduct of the Institution

- 2.1 The business of the Institution will be conducted in accordance with the provisions of:
- a) the Instrument of Government;
 - b) these Articles;
 - c) Standing Orders, Code of Conduct and policies and procedures established under Article 17; and
 - d) any other regulatory requirements, such as the Financial Memorandum and the Joint Audit Code of Practice.

3 Responsibilities of the Corporation, the Principal 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 Principal shall be the Chief Executive of the institution, and 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 will be responsible for advising the Corporation on:

- a) the operation of its powers
- b) procedural matters
- c) the conduct of its business
- d) matters of governance practice.

4 The establishment and composition 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 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.

4.2 The terms of reference of any Committee, the number of members, including co-opted committee members, and the terms on which they are to hold and to vacate office, will 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 prevailing regulatory or statutory requirements.

4.4 Any Committee established by the Corporation under 4.1 other than the Committee referred to in Article 8, may include persons who are not members of the Corporation. However the Corporation shall maintain a majority of non-executive members on its Committees.

5 The Governance and Search Committee

5.1 The Corporation will establish a Committee, to be known as the "Governance and Search Committee", to advise on:

- a) the appointment of members (other than as a staff or student member); and
- b) such other matters relating to membership and appointments as the Corporation may ask it to
- c) Governance matters.

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 and Search committee.

6 The Audit Committee

6.1 The Corporation will 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.

6.2 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 regulatory requirements.

7 Delegable and non-delegable functions

7.1 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 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, (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)
- f) the consideration of the case for dismissal of the Principal, the Clerk or the holder of a senior post, other than to a Committee of members of the Corporation
- g) 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
- (h) the modification or revocation of these Articles.

7.2 The Corporation will make rules specifying the way in which a Committee having functions under paragraph 7.1(f) and 7.1(g) shall be established and conducted.

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

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

8 Appointment and promotion of staff

8.1 The Corporation will appoint the Principal, senior postholders and the Clerk in accordance with its policies and procedures;

8.2 Where there is a vacancy or expected vacancy in a senior post, the Corporation will:

- a) advertise the vacancy nationally;
- b) where the vacancy is for the post of Principal and Chief Executive, appoint a selection panel consisting of at least five members of the Corporation including the Chair and Vice Chair or
- c) where the vacancy is for any other senior post, appoint a selection panel consisting of the Principal and at least three other members;
- d) the selection panel will determine the selection process and interview arrangements, conduct interviews and where appropriate to do so, recommend an appointment to the Corporation;
- e) where the selection panel is unable to agree a recommendation, or if the Corporation does not approve the recommendation, the panel will repeat step (d) with or without first re-advertising the vacancy.

8.3 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 may be required to act as Principal or in the place of any other senior post holder; and if so required, will have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

8.4 The Principal will be responsible for the appointment of all members of staff, other than senior post holders and the Clerk, in accordance with the Corporation's policies and procedures.

9 Rules relating to the conduct of staff

9.1 The Corporation will approve any rules relating to the conduct of staff.

10 Academic freedom

10.1 In making rules under article 9, 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.

11 Grievance, Suspension and Disciplinary procedures

11.1 The Corporation will approve procedures for all staff and for senior postholders and the Clerk to cover grievance, suspension, discipline and dismissal.

11.2 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 11.1.

11.3 Such procedures will be subject to the provisions of Articles 3.1 (f), 3.2(e), 7.1(d) and (e).

12 Students

12.1 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.

12.2 The Students' Union shall present audited accounts annually to the Corporation.

12.3 After consultation with representatives of the students, the Corporation will approve 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).

13 Financial matters

13.1 The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the CE of Skills Funding Agency.

14 Co-operation with the CE of Skills Funding Agency's auditor

14.1 The Corporation shall co-operate with any person who has been authorised by the CE of Skills Funding Agency 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.

15 Internal audit

15.1 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.

15.2 The Corporation may arrange for the examination and evaluation mentioned in paragraph 15.1 to be carried out on its behalf by internal auditors.

15.3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph 15.1 if those persons are already appointed as external auditors under Article 16.

16 Accounts and audit of accounts

16.1 The Corporation will:

- 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.

16.2 The statement will:

- a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- b) comply with any directions given by the CE of Skills Funding Agency as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

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

16.4 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 15.

16.5 Auditors shall be appointed and audit work conducted in accordance with any legal and regulatory requirements.

16.6 The "financial year" means the first financial year and, except as provided for in paragraph 16.8, each successive period of twelve months.

16.7 The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the CE of Skills Funding Agency's approval.

16.8 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 CE of Skills Funding Agency's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

17 Corporation Conduct, Policies and Procedures

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 by-laws shall be subject to the provisions of the Instrument of Government and these Articles.

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

A copy of these Articles, and of any rules, policies or procedures, will be given free of charge to every member of the Corporation and will be made available to any person who so requests a copy for free or at a charge not exceeding the costs of copying, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

19 Modification or replacement of the Instrument and Articles of Government

19.1 Subject to paragraph 19.2 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.

19.2 The Corporation will not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.

20 Dissolution of the Corporation

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

20.2 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.