

SCHEDULE 1
INSTRUMENT OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Composition of the Corporation
3. Appointment of the members of the Corporation
4. Appointment of the Chair and Vice-Chair
5. Appointment of the Clerk to the Corporation
6. Persons who are ineligible to be members
7. The term of office of a member
8. Termination of membership
9. Members not to hold interests in matters relating to the College
10. Meetings
11. Written resolutions
12. Public access to meetings
13. Publication of minutes and papers
14. Copies of the Instrument of Government
15. Change of name of the Corporation
16. Application of the seal
17. Means of communication to be used

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 Corporation;
- (c) “the Corporation” means any further education corporation to which this Instrument applies;
- (d) “the College” means the 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;
- (e) “this Instrument” means this Instrument of Government;
- (f) “the CE of Skills Funding” means the Chief Executive of Skills Funding;
- (g) “meeting” includes the ability to meet, participate and vote in more than one location by means such as (but not exclusively) telephoneconferencing, video conferencing and written resolution, including email in circumstances deemed to require urgent consideration.
- (h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (i) “parent member”, “staff member” and “student member” have the meanings given to them in clause 2;
- (j) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st April 2012;
- (k) “the Secretary of State” means the Secretary of State for Innovation, for Business, Innovation and Skills;
- (l) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (m) “the students’ union” means any association of students formed to further the educational purposes of the College and the interests of students, as students;
- (n) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

Composition of the Corporation

2. (1) The Corporation will consist of:

- (a) seventeen 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; and
 - (b) the Principal; and
 - (c) two members of staff, one being a member of the academic staff, to be nominated and elected by those staff, and one being a member of the non-academic staff, to be nominated and elected by those staff (‘staff governors’); and
 - (d) two students of the College, who have been nominated by their fellow students, or self-nominated, and recommended for appointment by the Student Union.
- (2) The Clerk will be responsible for advising the Corporation whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph 2.(1).
- (3) Changes to the numbers of members can only be by resolution of the Corporation.

Appointment of the members of the Corporation

3. (1) The Corporation is the appointing authority in relation to the appointment of its members.
- (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.
- (3) A member of the Corporation, or a co-opted committee member, will hold office for a term determined by the Corporation on appointment.
- (4) Members, and co-opted committee members, retiring at the end of their term of office will be eligible for reappointment.

Appointment of the Chair and Vice-Chair

4. (1) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chair shall hold office for such period as the Corporation decides.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Corporation is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, or that the Corporation consider that it is in the best interest of the Corporation that the Chair / Vice Chair stand down, it may give written notice, removing the Chair or Vice Chair from office and the office will 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 earliest possible meeting following the Chair 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.

Appointment of the Clerk to the Corporation

5. (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 5 (2).
- (4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the College.

Persons who are ineligible to be members

6. (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the College may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- (4) A person who is ineligible to serve as a Charity Trustee for any reason other than age shall be ineligible to be a member.
- (5) Where there are genuine safeguarding concerns a person shall be ineligible to be a member.

The term of office of a member

7. (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 3 shall apply to the reappointment of a member as it does to the appointment of a member.
- (3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article of the Articles of Government concerning the number of terms of office which a person may serve.
- (4) "Leave of absence requests from any member will be considered on an exceptional basis based on the individual's circumstances and case presented. Any leave of absence request will require approval by full Board, will not count toward the individual's term of office and normally not exceed one calendar year."

Termination of membership

8. (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) that the Corporation consider that it is in the best interest of the Corporation that the member stand down.
 - (c) has been absent without agreed cause from meetings of the Corporation for a period longer than six consecutive months.

the Corporation may by notice in writing either by hard copy or in electronic form to that member remove or suspend the member from office.
- (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.
- (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,

Members not to hold interests in matters relating to the College

9. (1) A member to whom paragraph 9 (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 9 (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 9 (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(2) This paragraph applies to a member who:

- (a) 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 requested 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.

Meetings

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

(2) The proceedings of meetings are included in the Corporation's bye-laws (Standing Orders) made under Article 17.

Written resolutions

11. (1) A resolution in writing agreed by 51% 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 or, in the case of a resolution to be considered by a committee, to every eligible member of that committee;
 - (b) the Chair or, in the case of a resolution to be considered by a committee, the Committee Chair is satisfied that there are exceptional circumstances justifying use of the written resolution procedure;
 - (c) 51% of the Members have signified agreement to the resolution; and
 - (d) 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 in accordance with clause 17(8) within the 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 this clause 13(3) "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 days, to the first of those days.

Public access to meetings

12. 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 13 (2). 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 or respective Committee.

Publication of minutes and papers

13. (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, if they have been approved by the Chair of the 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:
- (e) a named person employed at or proposed to be employed at the College;
 - (f) a named student at, or candidate for admission to, the College;
 - (g) the Clerk; or
 - (h) 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 14 (1), shall be placed on the College's website, and shall, remain on its website for a minimum period of 12 months.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Copies of the Instrument of Government

14. A copy of this Instrument, and of any rules and bye-laws shall be given free of charge to any person who so requests a copy, and shall be available for inspection at the College upon request, during normal office hours.

Change of name of the Corporation

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

Application of the Seal

16. The application of the Seal of the Corporation shall be authenticated by:

- a the signature either of the Chair, Vice Chair or Principal; and
- b "the signature of any other member, principal or senior post holder if the Principal is not the signature under (a)

The Clerk shall notify the Corporation on each occasion it is applied.

17. Means of Communication to be used

- (1) Any notice or other document to be given to or by any person pursuant to this Instrument:
 - (a) must be in writing; or
 - (b) must be given in electronic form.
- (2) The College may give any notice or other documents to a Member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it in electronic form to the Member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Corporation meeting and must specify the place date and time of the meeting.
- (3) A member present in person at any meeting of the College shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (4) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (5) Proof that an electronic form of notice was given shall be conclusive where the College can demonstrate that it was properly addressed and sent.
- (6) Notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.
- (7) The Members must agree in writing to receive documents and notices from the College by electronic means.
- (8) Only such documents and notices as are specified by the College may be sent to the College in electronic form to the address specified by the College for that purpose and such documents or notices sent to the College are sufficiently authenticated if the identity of the sender is confirmed in the way the College has specified.

SCHEDULE 2
ARTICLES OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Conduct of the College
3. Responsibilities of the Corporation, the Principal and the Clerk
4. The establishment of committees and delegation of functions generally
5. The audit committee
6. Delegable and non-delegable functions
7. Delegable and non-delegable functions
8. Delegable and non-delegable functions
9. Appointment and promotion of staff
10. Rules relating to the conduct of staff
11. Grievance, suspension and disciplinary procedures
12. Students
13. Financial matters
14. Internal audit
15. Accounts and audit of accounts
16. Rules, Policies and Procedures
17. Copies of Articles of Government and rules, Policies and Procedures
18. Modification or replacement of the Instrument and Articles of Government
19. Dissolution of the Corporation

Interpretation of the terms used

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;
- (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 ;
- (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 College;
- (k) “the students’ union” has the same meaning as in the Instrument of Government.

Conduct of the College

- 2.** 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.

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 College 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 College and the oversight of its activities;
- (c) approving the quality strategy of the College;
- (d) the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
- (e) approving annual estimates of income and expenditure;
- (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.

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

- (a) making proposals to the Corporation about the educational character and mission of the College and implementing the decisions of the Corporation;
- (b) the determination of the College’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 College and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

- (3) The Clerk shall be responsible for advising the Corporation with regard to the operation of its powers; procedural matters; the conduct of its business and matters of governance practice.

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 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) Any Committee established by the Corporation other than the Committee referred to in Article 7 (1) may include persons who are not members of the Corporation.
- (4) The Corporation may also establish committees under collaboration arrangements made with other further education Colleges or maintained schools (or with both), and such joint committees shall be subject to any statutory or regulatory requirements.

The audit committee

5. (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 College with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE of Skills Funding.

Delegable and non-delegable functions

6. 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 College 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.
 7. (1) The Corporation may not delegate:
 - (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissalof 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) shall be established and conducted.
8. The Principal may delegate functions to the holder of any other senior post or member of the senior management team other than:
 - (a) the management of budget and resources; and
 - (b) any functions that have been delegated to the Principal by the Corporation.

Appointment and promotion of staff

9. (1) The Corporation will appoint the Principal, senior postholders and the Clerk in accordance with its policies and procedures in this regard.
- (2) In the event of a senior post vacancy, or long term absence, a member of staff:
 - (a) may be required to act as Principal or in the place of any other senior postholder;
and
 - (b) if so required, will have all the duties and responsibilities of the Principal or such other senior postholder during the period of the vacancy or temporary absence.
- (3) The Principal will be responsible for the appointment of all members of staff, other than senior postholders and the Clerk, in accordance with the Corporation's Policies and Procedures in this regard.

Rules relating to the conduct of staff

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

Grievance, suspension and disciplinary procedures

11. After consultation with staff, the Corporation will approve procedures for all staff to cover grievance, suspension, discipline and dismissal.

Students

12. (1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation.
- (2) The students' union shall present audited accounts annually to the Corporation.
- (3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

13. 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.

Internal audit

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

Accounts and audit of accounts

15. (1) The Corporation shall:

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the Corporation.

(2) The statement shall:

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

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

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

Rules, Policies and Procedures

16. The Corporation shall have the power to make rules policies and procedures relating to the government and conduct of the College.

Copies of Articles of Government and Rules, Policies and Procedures

17. A copy of these Articles, and of any rules, policies and procedures will be made available during normal office hours, to anyone free of charge.

Modification or replacement of the Instrument and Articles of Government

18. (1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.

(2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

19. (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.

Approved by the Corporation on 22 March 2016