

CORPORATION
ARTICLES OF GOVERNMENT v.2

CONTENTS

1. INTERPRETATION OF THE TERMS USED 3
2. PURPOSE 3
3. CONDUCT OF THE INSTITUTION 3
4. RESPONSIBILITIES OF THE CORPORATION, THE PRINCIPAL AND THE GOVERNANCE MANAGER 4
5. THE ESTABLISHMENT OF COMMITTEES AND DELEGATION OF FUNCTIONS GENERALLY 5
6. COMMITTEES ESTABLISHED BY THE CORPORATION 5
7. ACCESS TO COMMITTEES BY NON-MEMBERS AND PUBLICATION OF MINUTES 6
8. DELEGABLE AND NON-DELEGABLE FUNCTIONS 6
9. APPOINTMENT AND PROMOTION OF STAFF 7
10. RULES RELATING TO THE CONDUCT OF STAFF 8
11. ACADEMIC FREEDOM 8
12. GRIEVANCE, SUSPENSION AND DISCIPLINARY PROCEDURES 8
13. SUSPENSION AND DISMISSAL OF THE GOVERNANCE MANAGER 8
14. STUDENTS 9
15. FINANCIAL MATTERS 9
16. CO-OPERATION WITH THE DFE'S AUDITOR 9
17. INTERNAL AUDIT 9
18. ACCOUNTS AND AUDIT OF ACCOUNTS 10
19. RULES AND BYE-LAWS 10
20. COPIES OF THE ARTICLES OF GOVERNMENT AND RULES AND BYE-LAWS 11
DOCUMENT CONTROL 11

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 Clerk" has the same meaning as in the Instrument of Government.
c) "The Corporation" has the same meaning as in the Instrument of Government.
d) "The Chair" and "Vice-Chair" mean respectively the Chair and Vice-chair of the Corporation appointed under clause 6 of the Instrument of Government.
e) "The articles" means these Articles of Government.
f) "The DfE" means the Department for Education.
g) "Parent member", "staff member", "student member" have the same meanings as in the Instrument of Government.
h) "The Secretary of State" means the Secretary of State for Education.
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 institution" has the same meaning as in the Instrument of Government.

2. PURPOSE

The purpose of the Articles of Government is to outline the powers, roles and responsibilities of the governing body and the Principal. They specify what the governors can do, how power is delegated, and how the college is to be run in terms of staffing, finance, curriculum, discipline and accountability. The Articles also set out how meetings and decision-making should be carried out. In short, the Articles provide the rulebook for governance.

3. CONDUCT OF THE INSTITUTION

3.1 The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or byelaws made under these Articles and any trust deed regulating the institution.

4. RESPONSIBILITIES OF THE CORPORATION, THE PRINCIPAL AND THE GOVERNANCE MANAGER

4.1 The **Corporation** shall be responsible for the following functions:

a. The determination and periodic review of the educational character and mission of the institution.
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 Governance Manager, including, where the Governance Manager is, or is to be appointed as, a member of staff, the Governance Manager's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff.
g. Setting a framework for the pay and conditions of service for all other staff.

4.2 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 Governance Manager, where the Governance Manager is also a member of staff.
f. Maintaining student discipline and, within the rules and procedures provided for in these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

4.3 The **Governance Manager** shall be responsible for advising the Corporation regarding:

a. The operation of its powers.
b. Procedural matters.
c. The conduct of its business.
d. Matters of governance practice.

5. THE ESTABLISHMENT OF COMMITTEES AND DELEGATION OF FUNCTIONS GENERALLY

5.1 The Corporation may establish committees for any purpose or function, other than those assigned in these Articles or in the Instrument of Government to the Principal or the Governance Manager, and may delegate powers to:

a. Such committees.
b. The Chair, one of the Vice-Chairs or any other member.
c. The Principal.
d. The Governance Manager.

5.2 The number of members of a committee and the terms on which they are to hold and vacate office, shall be decided by the Corporation with regard to the Instrument and Articles of Government.

5.3 The Corporation may also establish committees under collaboration arrangements made with other further education institutions and/ or maintained schools, and any such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

6. COMMITTEES ESTABLISHED BY THE CORPORATION

6.1 The Corporation shall establish:

a. An audit committee (statutory).
b. A search and governance committee.
c. A remuneration committee.

6.2 The Corporation shall make rules for the conduct of each committee, including such statutory terms and conditions as may apply.

6.3 Any committee established by the Corporation, other than the committee referred to in Article 8.2, may include persons who are not members of the Corporation.

7. ACCESS TO COMMITTEES BY NON-MEMBERS AND PUBLICATION OF MINUTES

7.1 The Corporation shall ensure that a written statement of its policy regarding attendance at committee meetings by persons who are not committee members is published on the institution's website and made available for inspection at the institution by any person, during normal business hours.

7.2 The Corporation shall ensure that the minutes of the committee meetings, if they have been approved by the Chair of the meeting, are made available for inspection at the institution by any person, during normal office hours, subject to clause 7.3.

7.3 There shall be excluded from any item made available for inspection any material relating to:

a. A named person employed at or proposed to be employed at the institution.
b. A named student at, or candidate for admission to, the institution.
c. The Governance Manager.
d. Any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

8. DELEGABLE AND NON-DELEGABLE FUNCTIONS

8.1 The Corporation shall not delegate the following functions:

a. The determination of the educational character and the 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 Governance Manager.
f. The modification or revocation of these Articles.

8.2 The Corporation may not delegate:

a. The consideration of the case for dismissal and
b. The power to determine an appeal in connection with the dismissal of the Principal, the Governance Manager or the holder of a senior post, other than to a committee of members of the Corporation.

8.3 The Corporation shall make rules specifying the way in which a committee having functions under clause 8.2 shall be established and conducted.

8.4 The Principal may delegate functions other than:

a. The management of budget and resources.
b. Any functions that have been delegated to the Principal by the Corporation, unless specifically agreed by the Corporation.

9. APPOINTMENT AND PROMOTION OF STAFF

9.1 The Corporation shall be responsible for appointing the Principal, any other post designated as a senior post holder and the Governance Manager.

9.2 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:

a. Advertise the vacancy nationally and internally.
b. Appoint a selection panel consisting of:
    i. At least five members of the Corporation including the Chair or Vice-Chair(s) or both, where the vacancy is for the post of Principal; or
    ii. The Principal and at least three other members of the Corporation including the Chair or Vice-Chair(s) or both, where the vacancy is for any other senior post.
    iii. At least three Corporation members, where the vacancy is for the Governance Manager.

9.3 The members of the selection panel shall:

a. Decide on the arrangements for selecting the applicants for interview.
b. Interview the applicants.
c. Where they consider appropriate, recommend to Corporation for appointment one of the applicants they have interviewed.

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

9.5 If 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 in clause 9.3, with or without first re-advertising the vacancy.

9.6 Where there is a vacancy in a senior post or where the holder of 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
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.

9.7 The Principal shall have responsibility for selecting all other staff for appointment.

9.8 The Corporation shall make rules for the appointment of staff which conform to the law and best practice.

10. RULES RELATING TO THE CONDUCT OF STAFF

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

11. ACADEMIC FREEDOM

11.1 In making rules under Article 10.1, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

12. GRIEVANCE, SUSPENSION AND DISCIPLINARY PROCEDURES

12.1 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.
c. Disciplinary and dismissal procedures for:
    i. Senior post holders
    ii. Staff other than senior post holders

and such procedures shall be subject to the provisions of Articles 4.1f, 4.2e, 8.1d, 8.1e, 8.2 and 13.

12.2 Any rules made under clause 12.1b shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

12.3 Any rules made under clause 12.1c(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

13. SUSPENSION AND DISMISSAL OF THE GOVERNANCE MANAGER

13.1 The Governance Manager is to be treated as senior post holder for the purposes of 12.1c.

14. STUDENTS

14.1 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.

14.2 Any students' union shall present audited accounts annually to the Corporation.

14.3 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).

15. FINANCIAL MATTERS

15.1 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 DfE.

16. CO-OPERATION WITH THE DFE'S AUDITOR

16.1 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.

17. INTERNAL AUDIT

17.1 The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.

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

17.3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in clause 17.1 if those persons are already appointed as external auditors under article 17.

18. ACCOUNTS AND AUDIT OF ACCOUNTS

18.1 The Corporation shall:

a. Keep proper accounts and proper records in relation to the accounts.
b. Prepare a statement of accounts for each financial year of the Corporation.

18.2 The statement shall:

a. Give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year.
b. Comply with any directions given by the DfE as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

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

18.4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under Article 16.

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

18.6 The "financial year" means the first financial year and, except as provided for in clause 18.7, each successive period of twelve months.

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

18.8 If the Corporation is dissolved:

a. The last financial year shall end of the date of dissolution.
b. The Corporation may decide, with the DfE's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this Article.

19. RULES AND BYE-LAWS

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

20. COPIES OF THE ARTICLES OF GOVERNMENT AND RULES AND BYE-LAWS

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

DOCUMENT CONTROL

Version number:	2
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Version number	Clause number	Change made	Reason
1.1	Whole document	New template	Consistency
	Whole document	Change references to ESFA to DfE	Removal of ESFA
	7.2	Minutes to be made available on request, not on website	
	9	Added best practice for appointing senior postholders	Best practice
2	Section 13	Remove reference to Governance manager acting as Clerk – these are not two separate roles so the clause does not make sense now.	Clarity and understanding