



INSTRUMENT AND ARTICLES **OF GOVERNMENT**

Dated: 20th October 2020

New College Swindon is a General Further Education Corporation established under the terms of the Further and Higher Education Act 1992

Following the Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order(s) 2012 which came into force on 31 March 2012 revisions have been made to the template Instrument & Articles then in force.

The Instrument & Articles set out in this document revoke all previous versions of the Instrument & Articles and were **approved by the Governing Body of New College Swindon on 20th October 2020.**

Instrument of Government

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1. Interpretation of terms used:

- (i) In this Instrument of Government –
- (a) any reference to “the Principal” shall include a person acting as Principal;
 - (b) “the Clerk” means the Head of Governance and shall include anyone acting as the Clerk;
 - (c) “the Corporation” means the New College Corporation
 - (d) “the college” means the college which the New College Corporation is established to conduct in the exercise of its powers under the Further and Higher Education Act 1992;
 - (e) “Instrument” means this Instrument of Government;
 - (f) “meeting” includes a meeting at which the Governors attending governors are present in more than one room, provided that by the use of audio, video or telephone conferencing facilities it is possible for every person present at the meeting to communicate with each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such a meeting and, subject to this Instrument of Government, shall be entitled to vote and be counted in a quorum accordingly;
 - (g) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for Governors to have;
 - (h) “Board Member” means a General Governor/Principal/Student or Staff Governor;
 - (i) “General Governor” means a member of the Corporation who is appointed through the Nominations, Remuneration and Governance committee but is not the Principal, Staff Governor or Student Governor;
 - (j) “Student Governor” is defined under Instrument 2;
 - (k) “Staff Governor” means a member of staff of the institution (with a contract of employment);
 - (l) “Secretary of State” means the Secretary of State for Education;
 - (m) “Staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
 - (n) “Students Union” means any association of students formed to further the educational purposes of the college and the interests of students, as students;
 - (o) “committee” is a committee of the Corporation and the latest list of committees is listed in the Standing Orders;
 - (p) “written resolution” includes resolutions made by electronic means.

2. Composition of Corporation

- (i) The Corporation shall consist of -
 - (a) up to fifteen members who have the necessary skills and competencies to ensure that the Corporation can carry out its function under Article 3;
 - (b) the Principal (unless the Principal chooses not to be a member);
 - (c) two members of staff who have been nominated and elected by the staff. Where possible one staff governor shall be appointed from the academic staff and one from the business support staff. One Governor shall be appointed from each campus.
 - (d) two students of the college who have been appointed by the Student Union. A student who has been absent for a period of authorised absence from the college for study, travel or for carrying out the duties of any office they hold shall be treated as a student of the college. Where possible one student governor shall be appointed from each campus.
 - (e) one Governor representing the interests of the employers supporting the Institute of Technology.
- (ii) The Head of Governance will be responsible for advising the corporation whether a person is eligible for nomination, election and appointment as a Governor of the Corporation.

3. Changes to the composition of the Corporation

- (i) Subject to paragraph 2 above, all changes to the composition and size of the Corporation can only be made by resolution of the Corporation.
- (ii) The Corporation may at any time vary the size and composition of the Corporation provided that the total number of Governors of the corporation will not be not less than twelve or more than twenty-one members, and the number of members of each variable category shall be subject to the limit which applies to that category as set out in paragraph 2 above.
- (iii) No determination under this paragraph 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

- (i) Subject to paragraph 2 above, the Corporation is the appointing authority in relation to the appointment of its members.
- (ii) 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.
- (iii) 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 the further education corporation in the previous ten years;

- (b) if the appointment of the person would contravene any rule or bye-law made under Instrument 8 below concerning the number of terms of office which a person may serve, provided that the rule or bye-law applies to all categories of governor appointed by the appointing authority;
 - (c) the person is ineligible to be a member of the Corporation because of Instrument 7 below.
- (iv) 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 of Corporation

- (i) The members of the Corporation shall appoint a Chair and Vice-Chair from amongst themselves.
- (ii) The Principal, staff and student members are not eligible to be appointed as the Chair or Vice-Chair or to act as Chair in their absence.
- (iii) If both the Chair and 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.
- (iv) The Chair and Vice-Chair shall hold office for such a period as determined by the Corporation.
- (v) The Chair and Vice-Chair may resign from office at any time by giving notice, in writing to the Clerk.
- (vi) If the Corporation is satisfied that the Chair and/or Vice-Chair are unfit or unable to carry out the functions of office it may give written notice removing the Chair and/or Vice-Chair from office.
- (vii) At the last meeting before the end of the term of office of the Chair and Vice-Chair, or at the first meeting following their resignation or removal from office, the members of the Corporation shall appoint replacements from among themselves.
- (viii) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- (ix) Paragraph (viii) is subject to any rule or bye-law made by the Corporation under Instrument 8 below concerning the number of terms of office which a person may serve.

6. Appointment of the Clerk to the Corporation

- (i) The Corporation shall appoint a Head of Governance to act as Clerk to the Corporation.
- (ii) The Principal may not be appointed as the Clerk.
- (iii) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk. The Principal may not be appointed as a temporary Clerk.

- (iv) Subject to Instrument 14 the Clerk shall be entitled to attend all meetings of the Corporation and its committees, sub-committees and working parties.
- (v) The Clerk may be a member of staff at the college.

7. Persons ineligible to be members

- (i) No one under the age of 18 years may be a member of the Corporation, except as a student member.
- (ii) The Clerk may not be a member of the Corporation.
- (iii) A person who is a member of staff at the college may only be appointed as a staff member or in the capacity of Principal.
- (iv) (iii) above does not apply to a student who is employed in connection with their role as an officer of a students' union.
- (v) Subject to Instruments 5 and 6 above a person shall be disqualified from holding or from continuing to hold office as a member if they have 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(2), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (vi) 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.
- (vii) 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.
- (viii) Subject to paragraph (ix) below, 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 has been convicted as set out in (a) above 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 (a) above and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (ix) For the purpose of this regulation there shall be a disregard of 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.
- (x) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (v) or (viii) above they shall immediately give notice of that fact to the Clerk.

8. Term of office of members

- (i) A member of the Corporation shall hold and vacate office in accordance with the terms of appointment but the length of that term shall not exceed four years.
- (ii) Members retiring at the end of their term of office shall be eligible for reappointment for one further term of office not exceeding four years. Paragraph 5 above will apply to the reappointment of members as it does to the appointment of members.
- (iii) Members having served two consecutive terms of office will not generally be eligible for reappointment for a further term or office unless where not reappointing that individual would result in a skills shortage, adversely impact diversity or cause quoracy issues.

9. Termination of membership

- (i) A member may resign from office at any time by giving notice in writing to the Clerk.
- (ii) If at any time the Corporation is satisfied that any member is unfit or unable to discharge the functions of a member or 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, remove that member from office and the office will then be vacant.
- (iii) Any person who is a member of the Corporation by virtue of being a member of staff at the college, including the Principal, shall cease to hold office upon ceasing to be a member of staff of the college.

- (iv) A student member shall cease to hold office at the end of their final academic year or at such other time during the year after ceasing to be a student agreed by the Corporation, or if they are expelled from the college.

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

- (i) Except with the approval of the Secretary of State, no member shall acquire or hold any interest in any property that is held or used for the purposes of the college.
- (ii) Any member who has any financial interest in the supply of work to the institution, or the supply of goods for the purposes of the college, any contract or proposed contract concerning the college or any other matter relating to the college, or has any other interest of a type specified by the Corporation in any matter relating to the college shall disclose the nature and intent of the interest to the Corporation.
- (iii) If present at a meeting of the Corporation or any of its committees, sub-committees or working parties at which a disclosed interest is mentioned or to be considered the member who made the disclosure shall 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. If required by a majority of the members present at the meeting of the Corporation or committee the member shall withdraw from the meeting while the matter is being considered.
- (iv) (iii) above shall not prevent the members considering and voting upon proposals for the Corporation to ensure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (v) Where the matter under consideration by the Corporation or any of its committees, sub-committees or working parties relates to the pay and conditions of all staff or all staff in a particular area, staff members may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at the meeting provided that in doing so they act in the best interests of the Corporation as a whole and does not represent any other person or body.
- (vi) Staff members shall withdraw from meetings of the Corporation or any of its committees, sub-committees or working parties if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- (vii) The Clerk shall maintain a register of interests of members which have been disclosed. The register shall be made available during normal office hours at the college to any person wishing to inspect it.

11. Meetings

- (i) The Corporation shall meet at least once per term and shall hold other meetings as necessary.

- (ii) Subject to (iv) and (v) below all meetings shall be called by the Clerk who shall, at least seven calendar days before the date of the meeting, send to members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- (iii) If it is proposed at any meeting to consider the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven days before the date of the meeting, send to members a copy of the agenda item concerned, together with any relevant papers.
- (iv) 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.
- (v) Where the Chair, or in their 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 with less than seven days' notice.
- (vi) 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. Written resolution procedure

- (i) A resolution in writing agreed by a majority of members of the Corporation shall be effective provided that the Chair (or in their absence the Vice-Chair) is satisfied that it is reasonable in the circumstances to make use of the written resolution procedure.
- (ii) A copy of the proposed resolution must be sent to all eligible members of the Corporation.
- (iii) A majority of eligible members of the Corporation must have signified agreement to the resolution in writing.
- (iv) The resolution must be contained within a document authenticated by the Clerk within fourteen days from the beginning of the circulation date.
- (v) For the purposes of (i) to (iv) above "eligible members" are the members who would have been entitled to vote on the resolution had it been proposed at a Corporation meeting on the circulation date. The "circulation date" is the day on which copies of the written resolution was sent or the first date it was submitted to members if copies are sent or submitted on different days.
- (vi) A proposed resolution may be sent by electronic communication or by hard copy.
- (vii) A member has "signified their agreement in writing" if a response indicating their agreement is sent by electronic communication or by hard copy.
- (viii) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

- (ix) A written resolution will lapse if it is not passed before the end of the period of fourteen days beginning with the circulation date.

13. Quorum

- (i) Meetings of the Corporation shall be quorate if the number of members present is at least eight of the total number of members, determined according to Instrument 2.
- (ii) If the number of members present for a meeting does not constitute a quorum the meeting shall not be held.
- (iii) If during a meeting of the Corporation there ceases to be a quorum the meeting shall be terminated.
- (iv) 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.

14. Proceedings of meetings

- (i) Every question to be decided at a meeting of the Corporation shall be decided by a majority of votes cast by members present and entitled to vote on the question.
- (ii) Where 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.
- (iii) A member may not vote by proxy or by post.
- (iv) 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.
- (v) Except as provided by procedures made pursuant to Article 13 of the Articles of Government, a member of the Corporation who is a member of staff at the college, including the Principal, shall withdraw –
 - a) from that part of any meeting of the Corporation or any of its committees, sub-committees or working parties at which staff matters relating solely to that member of the staff, as distinct from matters relating to all members of staff or all members of staff in a particular group are to be considered;
 - b) from that part of any meeting of the Corporation or any of its committees, sub-committees or working parties at which that member's appointment or the member's successor is to be considered;
 - c) from that part of any meeting of the Corporation or any of its committees, sub-committees or working parties 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 group 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 group of staff;

if so required by a resolution of the other members present, from that part of any meeting of the Corporation or its committees, sub-committees or working parties at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular group.

- (vi) 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, sub-committees or working parties but shall withdraw in any case where the Principal would be required to withdraw under (v) above.
- (vii) A student member who is under the age of 18 shall not vote at a meeting of the Corporation or any of its committees, sub-committees or working parties on any question concerning any proposal for the expenditure of money by the Corporation or under which the Corporation, or any members of the Corporation, would enter into contract or would incur any debt or liability whether immediate, contingent or otherwise.
- (viii) Except as provided by rules made under Article 15 of the Articles of Government relating to appeals and representations by students in disciplinary cases, as 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.
- (ix) In any case where the Corporation, or any of its committees, sub-committees or working parties, is to discuss staff matters relating to a member of staff or prospective member of staff at the college a student member shall take no part in the consideration or discussion of that matter and not vote on any question with respect to it. Where required to do so by a majority of the members, other than student members, of the Corporation or committee, sub-committee or working party student members shall withdraw from the meeting.
- (x) The Clerk shall withdraw from that part of any meeting of the Corporation, or any of its committees, sub-committees or working parties at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered.
- (xi) Where the Clerk is a member of staff of the college they shall withdraw from any part of the meeting where a member of the Corporation is required to withdraw under (v) above.
- (xii) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or any of its committees, sub-committees or working parties under (xi) above, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

15. Minutes

- (i) Written minutes of every meeting of the Corporation shall be prepared and subject to (ii) below, will be taken as an agenda item on the agenda for the next meeting.

- (ii) (i) above 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 will be taken as an agenda item at the next meeting which is not a special meeting.
- (iii) Where minutes of a meeting are taken as an agenda item and agreed to be an accurate record of the meeting and the decisions made, those minutes shall be deemed to be a correct record.
- (iv) Separate minutes shall be taken of those parts of meetings from which the Principal, staff members, student members or the Clerk have withdrawn and neither these minutes nor any other papers relating to matters will be made available to these persons.

16. Public access to meetings

- (i) 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, Clerk or the Principal and in making its decision, it shall give consideration to Instrument 17 below.

17. Publication of minutes and papers

- (i) Subject to (ii) below, the Corporation shall ensure that a copy of the agenda for every meeting of the Corporation, the draft minutes of every meeting (if approved by the Chair of the meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting shall be available as soon as possible for inspection during normal office hours at the college.
- (ii) Any material relating to a named person employed or proposed to be employed by the college, a named student at or candidate for admission to the college, the Clerk or any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis will be excluded.
- (iii) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation and its committees, sub-committee and working parties shall be placed on the college's website and shall remain on the website for a minimum period of twelve months.
- (iv) The Corporation shall review regularly all material excluded from inspection under (ii) above 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. Payment of allowances to members

- (i) The Corporation may pay to its members sufficient to cover reasonable travel and subsistence expenditure as it decides but shall not, without written approval of the Secretary of State, pay allowances which remunerate members for their services as members.



19. Copies of the Instrument of Government

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

20. Change of name of the Corporation

- (i) The Corporation may change its name with the approval of the Secretary of State.

21. Application of the seal

- (i) The application of the seal of the Corporation shall be authenticated by either the signature of either the Chair or some other member authorised either generally or specially by the Corporation to act for that purpose and the signature of any other member.

Articles of Government

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1. Interpretation of terms used

- (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 Instrument 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” shall have the same meaning as in the Instrument of Government
- (g) “the Secretary of State” means the Secretary of States for Education
- (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” has the same meaning as in the Instrument of Government

2. Conduct of the college

- (i) the college shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules and/or bye-laws made under these Articles and any trust deed relating to the college.

3. Responsibilities of the Corporation, the Principal and the Clerk

- (i) 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) approving the quality strategy of the college;
 - (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets.
 - (d) approving annual estimates of income and expenditure;
 - (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior postholders and the Clerk (if not a senior postholder), 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;
 - (f) setting a framework for the pay and conditions of service of all other staff.
- (ii) 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 college staff;
 - (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.
- (iii) The Clerk shall be responsible for advising the Corporation with regard to the following functions –
- (a) the operation of its powers;
 - (b) procedural matters;
 - (c) the conduct of its business;
 - (d) matters of governance practice.

4. The establishment of committees and delegation of functions generally

- (i) 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 such committees, the Chair or in the Chair's absence, the Vice-Chair or the Principal;
- (ii) 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.
- (iii) The Corporation may also establish committees under collaborations arrangements made with other further education establishments or schools, or both, and such joint committees shall be subject to any regulations made under Section 166 of the Education and Inspections Act 2006 governing such arrangements'

5. The Nomination, Remuneration and Governance (Search) committee

- (i) The Corporation shall establish a committee known as the Nomination, Remuneration and Governance committee to take on the role of search and advise on –
 - (a) the appointment of members (other than staff or student members);
 - (b) such other matters relating to membership and appointments as the Corporation may ask it to.
- (ii) The Corporation shall not appoint any person as a member (other than a staff or student member) without first consulting and considering the advice of the Nomination, Remuneration and Governance committee.

- (iv) The Corporation may make rules specifying the way in which the Nomination, Remuneration and Governance committee is to be conducted. A copy of these rules, together with the Nomination, Remuneration and Governance committee terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the college's website and shall be made available for inspection at the college by any person during normal office hours.
- (v) The Corporation shall review regularly all material excluded from inspection under Instrument 17 and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

6. The Audit committee

- (i) 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.
- (ii) The Audit committee shall consist of at least three members, not including the Chair of the Corporation or the Principal.

7. Composition of committees

- (i) Any committee established by the Corporation, other than the committee referred to in Article 9(ii) may include persons who are not members of the Corporation.

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

- (i) The Corporation shall ensure that a written statement of its policy regarding attendance at committee meetings by persons who are not committee members and access to minutes of Corporation and committee meetings is published on the college's website and made available for inspection at the college during normal office hours.

9. Delegable and non-delegable functions

- (i) 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 the safeguarding of assets;
 - (d) the appointment of the Principal or a senior postholder;
 - (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 modification or revocation of these Articles.

- (ii) The Corporation may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or any senior postholder, other than to a committee of members of the Corporation.
- (iii) The Corporation shall make rules specifying the way in which a committee having function under (ii) above shall be established and conducted.
- (iv) The Principal may delegate functions to any other senior postholder other than the management of budget and resources and any functions that have been delegated to the Principal by the Corporation.

10. Appointment and promotion of staff

- (i) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall advertise the vacancy nationally and appoint a diverse selection panel to consist of –
 - 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
 - the Principal and at least three other members of the Corporation where the vacancy is for any other senior postholder.
- (ii) The members of the selection panel shall decide on the arrangements for the selection of applicants for interview and where they consider it appropriate to do so recommend to the Corporation for appointment one of the applicants they have interviewed.
- (iv) If the Corporation approved the recommendation of the selection panel that person shall be appointed.
- (v) 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 (ii) above, with or without first re-interviewing.
- (vi) 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 postholder returns, a member of staff may be required to act as Principal or in the place of any other senior postholder. If so required they shall have all the duties and responsibilities of the Principal or the other senior postholder during the period of the vacancy or temporary absence.
- (vii) The Corporation shall seek the Secretary of State's consent before making any temporary appointment to the post of Principal or any other senior post where it is intended that such a postholder will not have a contract of employment with the Corporation.
- (viii) The Principal shall have responsibility for selecting for appointment all members of staff other than senior postholders and the Clerk is the Clerk is also to be appointed as a member of staff and not as a senior postholder.

11. Rules relating to the conduct of staff

- (i) After consultation with the staff, the Corporation shall make rules relating to their conduct.

12. Academic freedom

- (i) In making rules under Article 11, 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.

13. Grievance, suspension and disciplinary procedures

- (i) After consultation with staff, the Corporation shall make rules setting out grievance procedures for all staff, procedures for the suspension of all staff and disciplinary and dismissal procedures for senior postholders and other staff. Such procedures shall be subject to the provisions of Articles 3 and 9.
- (ii) Any rules made under paragraph (i) above 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.
- (iii) Any rules made under paragraph (i) above 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.

14. Suspension and dismissal of the Clerk

- (i) Where the Clerk is also a member of staff at the college, the Clerk is to be treated as a senior postholder for the purposes of Article 13.
- (ii) Where the Clerk is suspended or dismissed under Article 13, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

15. Students

- (i) Any students' union shall conduct and manage its own affairs and funds in accordance with 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.
- (ii) The students' union shall present audited accounts annually to the Corporation.
- (iii) 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 reasons).

16. Financial matters

- (i) The Corporation shall set the policy by which the tuition and other fees payable to it are determined.

17. Internal audit

- (i) 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.
- (ii) The Corporation may arrange for the examination and evaluation mentioned in paragraph (i) to be carried out on its behalf by internal auditors.
- (iii) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (i) if those persons are already appointed as external auditors under Article 18

18. Accounts and audit of accounts

- (i) The Corporation shall keep proper accounts and proper records in relation to the accounts and prepare a statement of accounts for each financial year of the Corporation.
- (ii) The statement shall 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 comply with any directions given by the ESFA 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.
- (iii) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- (iv) 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 17
- (v) Auditors shall be appointed and audit work conducted in accordance with any requirements of the ESFA.
- (vi) The 'financial year' means the first financial year and, except as provided for in paragraph (viii) below, each successive period of twelve months.
- (vii) The 'first financial year' means the period from the date the Corporation was established up to the second 31st July following that date.
- (viii) If the Corporation dissolved the last financial year shall end on the date of dissolution and the Corporation may decide, with ESFA 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

- (i) The Corporation shall have the power to make rules and bye-laws relating to the governments and conduct of the college and thee rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

20. Copies of Articles of Government and rules and bye-laws

- (i) A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the college upon request, during normal office hours, to every member of staff and every student.