

**Instrument and Articles of Government of
South Thames Colleges Group Corporation**

as amended by the 31 March 2012 Modification Order

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INSTRUMENT OF GOVERNMENT

CONTENTS

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

Interpretation of the terms used

1. In this Instrument of Government:
 - (a) any reference to "the Group Principal / CEO" shall include a person acting as Group Principal / CEO;
 - (b) "the Corporation" means any further education corporation to which this Instrument applies;
 - (c) "the institution" means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992¹;
 - (d) "this Instrument" means this Instrument of Government;
 - (e) "the CE of ESFA" means the Chief Executive of Education and Skills Funding Agency ;
 - (f) "meeting" includes a meeting at which the members attending are present in more than one place, provided that by the use of appropriate facilities it is possible for each person present at the meeting to communicate with each other and includes any other procedure with a similar purpose provided for in Standing Orders;
 - (g) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
 - (h) "staff member" and "student member" have the meanings given to them in clause 2;
 - (i) "the previous Instrument of Government" means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
 - (j) "the DfE" means the Department for Education;
 - (k) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
 - (l) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
 - (m) a "variable category" means any category of members whose numbers may vary according to clauses 2 and 3.

Composition of the Corporation

2. (1) Subject to the transitional arrangements set out in clause 4, the Corporation shall consist of:
 - (a) up to 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;
 - (b) the Group Principal / CEO of the institution, unless the Group Principal / CEO chooses not to be a member;
 - (c) not more than one member who is a member of the institution's staff and has a contract of employment with the institution and who has been nominated and elected as set out in paragraphs (3), (4) or (5) ("staff member"); and
 - (d) not more than two members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student member").

¹ 1992 s13

(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.

(3) The staff member may be a member of the academic staff or the non-academic staff and shall be nominated and/ or elected by all staff.

(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 (1).

Determination of membership numbers

3. (1) Subject to paragraph (2) the number of members of the Corporation, and the number of members of each variable category shall be that decided by the Corporation.

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

- (a) the number of members of the Corporation shall not be less than twelve; and
- (a) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

(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.

Appointment of the members of the Corporation

4. (1) Subject to paragraph (2) 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 DfE is the appointing authority in relation to the appointment of those members needed for a quorum.

(3) The appointing authority may decline to appoint a person as a parent, staff or student member if:

- (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
- (b) the appointment of the person would contravene any rule or bye-law made under article 20 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
- (c) the person is ineligible to be a member of the corporation because of clause 7.

(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.

Appointment of the Chair and Vice-Chairs

5. (1) The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves.
- (2) Neither the Group Principal / CEO 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-Chairs 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-Chairs shall hold office for such period as the Corporation decides.
- (5) The Chair or Vice-Chairs may resign from office at any time by giving notice in writing to the Head of Governance.
- (6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, it may give written and / or electronic notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, it may give written and / or electronic notice, removing the Vice-Chair from office and the office shall then be vacant.
- (8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (10) At the end of their respective terms of office, the Chair and Vice-Chairs shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Head of Governance

6. (1) The Corporation shall appoint a person to serve as its Head of Governance, but the Group Principal / CEO may not be appointed as Head of Governance.
- (2) In the temporary absence of the Head of Governance, the Corporation shall appoint a person to serve as a temporary Head of Governance, but the Group Principal / CEO may not be appointed as temporary Head of Governance.

(3) Any reference in this Instrument to the Head of Governance shall include a temporary Head of Governance appointed under paragraph (2).

(4) Subject to clause 14, the Head of Governance shall be entitled to attend all meetings of the Corporation and any of its committees.

(5) The Head of Governance may also be a member of staff at the institution.

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.

(2) The Head of Governance may not be a member.

(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 or in the capacity of Group Principal / CEO.

(4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

(5) Subject to paragraphs (6) and (7), 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 1986², or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

(6) 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) 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.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if:

² 1986 S 45 as amended by the Enterprise Act 2002 (S 40)

- (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.

(9) A person shall be disqualified from holding, or from continuing to hold, office as a member if that person is disqualified from being a Charity Trustee under the Charities Act 2011 or any successor legislation.

(10) 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.

(11) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Head of Governance.

The 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 the term of office shall not exceed four years.

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.

(3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

(4) Members of the Corporation should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair or vice-chair of the Corporation or chair of a Corporation Committee

Termination of membership

9. (1) A member may resign from office at any time by giving notice in writing to the Head of Governance.

(2) If at any time the Corporation is satisfied that any member:

- (a) is unfit or unable to discharge the functions of a member; or
- (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,

- (c) considers that it is no longer in the best interests of the Corporation for them to continue in post,

the Corporation may by giving written and / or electronic notice to that member remove the member from office and the office shall then be vacant.

(3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Group Principal / CEO, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(4) A student member shall cease to hold office:

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the institution,

and the office shall then be vacant.

(5) The Corporation may suspend the membership of a member of the Corporation until further notice where it considers on reasonable grounds that it is in the best interests of the Corporation, its learners or potential learners or staff to do so , or it considers it necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties.

Members not to hold interests in matters relating to the institution

10. (1) A member to whom paragraph (2) applies shall:

- (a) disclose to the Corporation the nature and extent of the interest; and
- (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, 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 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.

(3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them

arising out of their office or the Corporation obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:

- (a) need not disclose a financial interest; and
- (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

(5) The Head of Governance 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.

Meetings

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

(2) The Corporation shall determine its rules and procedures covering the use of e-governance.

(3) The Corporation shall determine its rules and procedures covering the use of decisions by written resolution, video and or teleconferencing. The rules and procedures relating to decisions by written resolution are set out at paragraph (9).

(4) Subject to paragraphs (6) and (7) and to clause 12(4), all meetings shall be called by the Head of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda and such notice may be included in delivered emails.

(5) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Head of Governance, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

(6) 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.

(7) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written and / or electronic notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days. In the event it is not practical to call a special meeting and/or as an alternative to Chair's action a decision may be agreed by written resolution.

(8) 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.

(9) A resolution in writing agreed by a simple majority of the members of the Corporation 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 of the Corporation 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) a simple majority of the members of the Corporation have signified agreement to the resolution; and

(d) it is contained in a document authenticated by the Head of Governance which has been received at the address specified by the College for the receipt of documents within the period of 14 days beginning with the circulation date.

Furthermore:

(e) A resolution in writing may comprise several copies to which one or more members of the Corporation have signified their agreement.

(f) A written resolution will lapse if it is not passed before the end of the period of 14 days beginning with the circulation date.

(g) For the purposes of this Instrument 11(9)(f) "circulation date" is the day on which copies of the written resolution are sent or submitted to Governors or, if copies are sent or submitted on different days, to the first of those days.

(10) Any meeting or communication with a member of the Corporation or any Committee thereof shall be capable of being made by electronic means (as defined in Section 1168(3) to (6) (inclusive) Companies Act 2006).

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 (excluding vacancies), determined according to clause 3. Members who are using a teleconferencing facility to join the meeting will be counted towards the quorum.

(2) For meetings or agenda items that are declared confidential, quoracy will be at least 40% of those members eligible to attend the confidential meeting or agenda item.

(3) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

(4) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

(5) 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.

Proceedings of 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. Members who are using a teleconferencing facility to join the meeting will be entitled to cast a vote whilst they are participating in the meeting.

(2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

(3) A member may not vote by proxy or by way of postal vote.

(4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Group Principal / CEO, shall withdraw:

- (a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- (b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
- (c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class. where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

(6) A Group Principal / CEO 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 Group Principal / CEO shall withdraw in any case where the Group Principal / CEO would be required to withdraw under paragraph (5).

(7) A student member who is under the age of 18 shall 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.

(8) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(9) 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 institution, a student member shall:

- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (b) 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.

(10) The Head of Governance:

- (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Head of Governance's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Head of Governance are to be considered; and
- (b) where the Head of Governance is a member of staff at the institution, the Head of Governance shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).

(11) If the Head of Governance withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Head of Governance during this absence.

(12) If the Head of Governance withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Head of Governance to the committee during this absence.

Minutes

14. (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

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

(3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the Group Principal / CEO, student members or the Head of Governance have withdrawn from a meeting in accordance with clause 13(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings

15. 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 Head of Governance or the Group Principal / CEO and in making its decision, it shall give consideration to clause 16(2).

Publication of minutes and papers

16. (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 institution to any person wishing to inspect them.
- (2) There shall be excluded from any item made available for inspection any material relating to:
- (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Head of Governance; or
 - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the approved or signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution'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

17. 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 so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Change of name of the Corporation

18. The Corporation may change its name with the approval of the DfE.

Application of the seal

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

ARTICLES OF GOVERNMENT

CONTENTS

CONTENTS

1. Interpretation of the terms used
2. Conduct of the institution
3. Responsibilities of the Corporation, the Group Principal / CEO and the Head of Governance
4. The establishment of committees and delegation of functions generally
5. The search committee
6. The audit committee
7. Composition of committees
8. Access to committees by non-members and publication of minutes
9. Delegable and non-delegable functions
10. Delegable and non-delegable functions
11. Delegable and non-delegable functions
12. Appointment and promotion of staff
13. Appointment and promotion of staff
14. Academic Freedom
15. Grievance, suspension and disciplinary procedures
16. Suspension and dismissal of the Head of Governance
17. Students
18. Financial matters
19. Co- operation with the CE of Skills Funding's auditor
20. Internal audit
21. Accounts and audit of accounts
22. Rules and bye-laws
23. Copies of Articles of Government and rules and bye-laws
24. Modification or replacement of the Instrument and Articles of Government
25. Dissolution of the Corporation

Interpretation of the terms used

1. In these Articles of Government:
 - (a) any reference to "the Group Principal / CEO" shall include a person acting as Group Principal / CEO;
 - (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 Corporation" has the same meaning as in the Instrument of Government;
 - (e) "the CE of ESFA" means the Chief Executive of Education and Skills Funding Agency ;
 - (f) "parent member", "staff member" and "student member" have the same meanings as in the Instrument of Government;
 - (g) "the DfE" means the Department for Education;
 - (h) "senior post" means the post of Group Principal / CEO 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 institution;
 - (j) "the students' union" has the same meaning as in the Instrument of Government.

Conduct of the institution

2. The institution 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 institution.

Responsibilities of the Corporation, the Group Principal / CEO and the Head of Governance

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;
 - (aa) 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;
 - (b) approving the quality strategy of the institution;
 - (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 the holders of senior posts and the Head of Governance, including, where the Head of Governance is, or is to be appointed as, a member of staff, the Head of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - (f) setting a framework for the pay and conditions of service of all other staff.
- (2) Subject to the responsibilities of the Corporation, the Group Principal / CEO 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 Head of Governance, where the Head of Governance is also a member of the staff; and
 - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, delegating the power to suspend or expel students on disciplinary grounds or expel students for academic reasons to another senior postholder or appropriate senior manager.
- (3) The Head of Governance shall be responsible for the following functions:
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of 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 Group Principal / CEO or Head of Governance and may delegate powers to:
- (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Group Principal / CEO.
- (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) 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 regulations made under section 166 of the Education and Inspections Act 2006³ governing such arrangements.

The Search and Governance committee

- 5.(1) The Corporation shall establish a committee, to be known as the "Search and Governance committee", to advise on:
- (a) the appointment of members (other than as a parent, staff or student member); and
 - (b) such other matters relating to membership and appointments as the Corporation may ask it to.

³ 2006 s 40

- (2) The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the search committee.
- (3) The Corporation may make rules specifying the way in which the Search and Governance Committee is to be conducted. A copy of these rules, together with the search committee's 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 institution's website and shall be made available for inspection at the institution by any person during normal office hours.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph (3) 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.

The Audit Committee

- 6.(1) The Corporation shall establish a committee, to be known as the "Audit Committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- (2) The audit committee shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE of Skills Funding.

Composition of committees

7. Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes

8. The Corporation shall ensure that:
 - (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
 - (b) the minutes of committee meetings, if they have been approved by the Chair of the meeting,

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

Delegable and non-delegable functions

9. 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 Group Principal / CEO or holder of a senior post ;
 - (e) the appointment of the Head of Governance, (including, where the Head of Governance is, or is to be, appointed as a member of staff the Head of Governance's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.

- 10.(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 dismissal

of the Group Principal / CEO, the Head of Governance 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.
11. The Group Principal / CEO 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 Group Principal / CEO by the Corporation.

Appointment and promotion of staff

12. The Corporation will set out in a policy the procedure for the appointment and promotion for senior post holders.
13. The Group Principal / CEO shall have responsibility for selecting for appointment all members of staff other than:
- (a) senior post holders; and
 - (b) where the Head of Governance is also to be appointed as a member of staff, the Head of Governance in the role of a member of staff.

Academic Freedom

14. In making rules under Article 13, the Group Principal / CEO 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.

Grievance, suspension and disciplinary procedures

15. The Corporation will set out in a policy disciplinary and dismissal procedures of senior post holders.

Suspension and dismissal of the Head of Governance

- 16.(1) Where the Head of Governance is also a member of staff at the institution, the Head of Governance is to be treated as a senior post holder for the purposes of article 15.
- (2) Where the Head of Governance is suspended or dismissed under article 14, that suspension or dismissal shall not affect the position of the Head of Governance in the separate role of Head of Governance to the Corporation.

Students

17. After consultation with representatives of the students, the Group Principal / CEO 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

18. 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.

Co- operation with the CE of Skills Funding’s auditor

19. The Corporation shall co-operate with any person who has been authorised by the CE of ESFA 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.

Internal audit

- 20.(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.
- (3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 19(3) .

Accounts and audit of accounts

- 21.(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 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.
- (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) 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 18.
- (5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of Skills Funding.
- (6) The “financial year” means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.

- (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’ approval.
- (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’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

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

Copies of Articles of Government and rules and bye-laws

23. 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 institution upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument and Articles of Government (update from modification order)

24. (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

25. (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.

Adopted by the Corporation 3 December 2015

Adopted by the Corporation 2 March 2017

Adopted by the Corporation 17 July 2017 - subject to response to consultation on proposed changes

Adopted by the Corporation 29 September 2017

Adopted by the Corporation 9 October 2018

Adopted by the Corporation 11 December 2018

Adopted by the Corporation 31 March 2020