

# LOUGHBOROUGH COLLEGE CORPORATION – INSTRUMENT OF GOVERNMENT

## INSTRUMENT OF GOVERNMENT

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# LOUGHBOROUGH COLLEGE CORPORATION – INSTRUMENT OF GOVERNMENT

## 1. Interpretation of the terms used

In this Instrument of Government—

- (a) any reference to “the Chief Executive” shall include a person acting as Chief Executive;
- (b) “the Corporation” means the Loughborough College Corporation;
- (c) “the Governance Professional” means the Director of Governance or most senior person responsible for advising the Corporation with regard to the operation of its powers, procedural matters, the conduct of its business and governance practice;
- (d) “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 1992, and any company established by the Corporation;
- (e) “this Instrument” means this Instrument of Government;
- (f) “meeting” includes a meeting at which the members attending are present in more than one room, provided that presence may be by the use of video-conferencing and/or telephone conferencing facilities if it is possible for every person present at the meeting to communicate with each other;
- (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 Secretary of State” means the Secretary of State for Education;
- (j) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (k) “the students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;

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- (l) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3;
- (m) “written resolution” means a resolution in writing (including electronically) agreed to according to clause 16.

### 2. Composition of the Corporation

#### (1) The Corporation shall consist of—

- (a) up to sixteen 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 Chief Executive of the institution, unless the Chief Executive chooses not to be a member;
- (c) at least two and not more than three members who are members of staff of the institution and have a contract of employment with the institution, and who have been nominated and elected as set out in paragraphs (3) (“staff members”); and
- (d) at least two and not more than three members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by or in consultation with a recognised association representing such students or by the Corporation itself (“student members”).

#### (2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student:

- (a) 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; or
- (b) for a period of up to 12 months after conclusion of their studies if carrying out the duties of any office held by that person in the institution’s students’ union.

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- (3) Of the staff members—
- (a) at least one may be a member of the academic staff, nominated and elected only by academic staff; and at least one may be a member of the support staff, nominated and elected only by support staff; where there are three staff members, the Corporation may determine the category to which the third staff member may belong, or may leave this open; or
  - (b) each may be a member of the academic or support staff, nominated and elected by all staff; or
  - (c) a campus approach may be taken, with a member of staff to represent each of the three main campuses; each may be a member of the academic or support staff, nominated and elected by all staff based at each of the relevant campuses
- (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).
- (5) The Corporation will decide whether a person is classified either as “academic staff” or as “support staff”, or whether a person is based at a relevant campus, as the case may be.

### **3. Determination of membership numbers**

- (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 in its most recent determination.
- (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 or more than twenty-three; and
  - (b) the number of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

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- (3) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

### 4. Appointment of the members of the Corporation

- (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 Secretary of State 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 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 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 by 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.

### 5. Appointment of the Chair and Vice-Chairs

- (1) The members of the Corporation shall appoint a Chair and may appoint one or more Vice-Chairs from among themselves.
- (2) Neither the Chief Executive 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.

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- (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. If several Vice-Chairs are present, any may act in the absence of the Chair, and members present shall decide which Vice-Chair is to act if no agreement is reached.
- (4) The Chair and Vice-Chairs shall hold office for such period as the Corporation decides.
- (5) The Chair or a Vice-Chair may resign from office at any time by giving notice in writing to the Governance Professional.
- (6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, or that it is in the best interests of the Corporation that the Chair ceases to hold office as Chair, it may give written notice, removing the Chair from office and the office shall then be vacant from the date specified in that notice.
- (7) If the Corporation is satisfied that a Vice-Chair is unfit or unable to carry out the functions of office, or that it is in the best interests of the Corporation that the Chair ceases to hold office as Chair, it may give written notice, removing that Vice-Chair from office and the office shall then be vacant from the date specified in that notice.
- (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 a Vice-Chair, or at the first meeting following that 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 the Articles of Government concerning the number of terms of office which a person may serve.

**6. Appointment of the Governance Professional**

- (1) The Corporation shall appoint a person to serve as its Governance Professional, but neither the Chief Executive nor a staff or student governor may be appointed as Governance Professional.
- (2) In the temporary absence of the Governance Professional, the Corporation shall appoint a person to serve as a temporary Governance Professional, but neither the Chief Executive nor a staff or student governor may be appointed as temporary Governance Professional.
- (3) Any reference in this Instrument to the Governance Professional shall include a temporary Governance Professional appointed under paragraph (2).
- (4) Subject to clause 13, the Governance Professional shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Governance Professional may also be a member of staff at the institution.

**7. Persons who are ineligible to be members**

- (1) No one under the age of 18 years may be a member, except as a student member.
- (2) Neither the Governance Professional nor any person employed to assist in the performance of the Governance Professional's duties may be a member, but a member appointed as temporary Governance Professional under clause 6(2) above is not thereby disqualified from membership.
- (3) A person who is an employee of the institution may not be, or continue as, a Corporation member, except as a staff or student member or in the capacity of Chief Executive.
- (4) A person who is a student of the institution and who is also an employee of the institution cannot be a staff member within the meaning of clause 2(3).
- (5) A person who has held office as Chair will be ineligible to serve as a member of the Corporation for a period of two years from the date on which they cease to be a member of the Corporation under clause 9(6).

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- (6) Subject to paragraphs (7) and (8), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (7) 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.
- (8) 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.
- (9) Subject to paragraph (10), a person shall be disqualified from holding, or from continuing to hold, office as a member if—



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- (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.
- (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 (6) or (9), the member shall immediately give notice of that fact to the Governance Professional.

### **8. The term of office of a member**

- (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) Where a member, other than a student member, has been appointed for a term less than the maximum specified in this Clause, the Corporation may extend that term in writing up to the maximum, provided that the member is still qualified to serve as a member at the time of extension. Such extension shall not be treated as a re-appointment for a further term of office.

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- (3) Subject to clause 7(5), Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.
- (4) Paragraph (3) is subject to any rule or bye-law made by the Corporation under the Articles of Government concerning the number of terms of office which a person may serve.

### 9. Termination of membership

- (1) A member may resign from office at any time by giving notice in writing to the Governance Professional.
- (2) If at any time the Corporation is satisfied that—
  - (a) a member is unfit or unable to discharge the functions of a member; or
  - (b) it is not in the best interests of the Corporation for a member, other than the Chief Executive, to continue in office as a member; or
  - (c) a member has been absent from meetings for more than three months without prior permission of the Corporation;the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (3) Before determining whether it is satisfied of any of the matters set out in paragraph (2) above, the Corporation will give the member opportunity to make representations.
- (4) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Chief Executive, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (5) 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.

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- (6) A person ceasing to hold office as Chair shall (unless immediately re-appointed as Chair) remain a member of the Corporation for a handover period of up to two months but shall thereafter cease immediately to be a member of the Corporation. In each case, an agreed end date for the handover period and membership of the former Chair will need to be approved at the appointment of the new Chair. In the absence of an agreed earlier end date, the former Chair will cease to be a member of the Corporation at a date two calendar months after they cease to act as Chair.
- (7) The Corporation may by resolution suspend from membership of the Corporation any member (other than the Chief Executive) for a period of not more than three months, pending investigation and determination of any matter under paragraph (2)(a) or (2)(b) above. Such suspension may be continued for such further periods as required to complete the investigation and determination of the matter, subject to a maximum of six months.

### **10. Members not to hold interests in matters relating to the institution**

- (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—

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- (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 Governance Professional shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

### 11. Meetings

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

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- (2) Subject to paragraphs (4) and (5) and to clause 12(4), all meetings shall be called by the Governance Professional, who shall, at least five 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, together with any papers to be considered at the meeting
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional, the Chair shall, at least five calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- (4) A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair, or in the Chair’s absence by a Vice-Chair, or at the request in writing of any five members.
- (5) Where the Chair, or in the Chair’s absence a Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than five calendar days.
- (6) In this clause, “written notice” and “request in writing” include notice by email to or from an address previously registered with the Governance Professional, and may be provided by electronic notification that documents are available to view electronically.
- (7) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

### 12. Quorum

- (1) Subject to paragraph (5) below and to clause 13, meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members or three members (whichever is greater), determined according to clause 3.
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

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- (4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- (5) Where clause 14 requires a Special Procedure Vote, the quorum shall be determined in accordance with clause 14.

### 13. Proceedings of meetings

- (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.
- (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 the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Chief Executive, 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

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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 Chief Executive 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 Chief Executive shall withdraw in any case where the Chief Executive 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 15 (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

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- (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 Governance Professional—
  - (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Governance Professional's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Governance Professional are to be considered; and
  - (b) where the Governance Professional is a member of staff at the institution, the Governance Professional shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).
- (11) If the Governance Professional 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 minute secretary during this absence, provided that neither the Chief Executive nor a staff or student governor may so act.
- (12) If the Governance Professional withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the committee shall appoint a person from among themselves to act as minute secretary to the committee during this absence, provided that neither the Chief Executive nor a staff or student governor may so act.

### **14. Special Procedure Voting**

- (1) Where paragraph (2) requires the resolution of any matter to be by Special Procedure Vote:
  - (a) that matter must be specified as an item of business on the agenda, indicating that a Special Procedure Vote is required; and
  - (b) the quorum for that item of business to be considered and determined is one half of the total number of members, determined according to clause 3.
  - (c) no member present only by telephone shall be counted towards the quorum for that item of business



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- (2) The matters requiring a Special Procedure Vote are:
- (a) modification or revocation of the Instrument or Articles of Government
  - (b) dissolution or merger of the Corporation, or changing the name of the Corporation or institution.

### 15. Minutes

- (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 Chief Executive, student members or the Governance Professional 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.

### 16. Written resolutions

- (1) The Corporation may take decisions by written resolution, subject to paragraphs (2), (3) and (4).
- (2) A written resolution is passed if agreed to by more than 50% of the members of Corporation who would have been entitled to vote upon it if it had been proposed at a meeting, and which is passed in accordance with any procedure made under paragraph (4).
- (3) The Corporation cannot make a decision by written resolution where
- (a) a Special Procedure Vote would be required under clause 14;

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- (b) the decision is for the appointment of a Chair or Vice-Chair, Governance Professional, Chief Executive or other senior post holder;
  - (c) the decision is for the suspension or termination of membership of a member; or
  - (d) any rule, enactment or direction requires the decision to be taken in person at a meeting.
- (4) The Corporation may make rules or byelaws for the conduct of written resolutions.

### 17. Public access to meetings

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 Governance Professional or the Chief Executive and in making its decision, it shall give consideration to clause 18(2).

### 18. Publication of minutes and papers

- (1) Subject to paragraph (2), the Corporation shall ensure that a copy of—
- (e) the agenda for every meeting of the Corporation;
  - (f) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
  - (g) the signed minutes of every such meeting; and
  - (h) 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 Governance Professional; or
  - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

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- (3) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (4) The Corporation shall ensure that all material excluded from inspection under paragraph (2)(d) is regularly reviewed and that any such material is made 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.
- (5) In carrying out its functions under this clause, the Corporation may act through the Governance Professional.

### **19. Copies of the Instrument of Government**

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.

### **20. Change of name of the Corporation**

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

### **21. Application of the seal**

The application of the seal of the Corporation shall be authenticated by—

- (a) the signature any two members of the Corporation, not being a staff or student member, or
- (b) the signature of the Governance Professional, where authorised generally or specially by the Corporation to act for that purpose.

## ARTICLES OF GOVERNMENT

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#### **1. Interpretation of the terms used**

In these Articles of Government—

- (a) any reference to “the Chief Executive” shall include a person acting as Chief Executive;
- (b) “the Articles” means these Articles of Government;

- (c) “Chair” and “Vice-Chair(s)” mean respectively the Chair and Vice-Chair(s) of the Corporation appointed under clause 5 of the Instrument of Government;
- (d) “the Governance Professional” has the same meaning as in the Instrument of Government;
- (e) “the Corporation” has the same meaning as in the Instrument of Government;
- (f) “the institution” has the same meaning as in the Instrument of Government;
- (g) “staff member” and “student member” have the same meanings as in the Instrument of Government;
- (h) “the Secretary of State” means the Secretary of State for Education;
- (i) “senior post” means the post of Chief Executive and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (j) “the staff” means all the staff who have a contract of employment with the institution;
- (k) “the students’ union” has the same meaning as in the Instrument of Government.

## **2. Conduct of the institution**

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.

## **3. Responsibilities of the Corporation, the Chief Executive and the Governance Professional—**

- (1) The Corporation shall be responsible for the following functions—
  - (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;

- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
  - (c) approving the quality strategy of the institution;
  - (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
  - (e) approving annual estimates of income and expenditure;
  - (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Professional, including, where the Governance Professional is, or is to be appointed as, a member of staff, the Governance Professional's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
  - (g) setting a framework for the pay and conditions of service of all other staff.
- (2) Subject to the responsibilities of the Corporation, the Chief Executive 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 Professional, where the Governance Professional is also a member of the staff; and
  - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Governance Professional 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.

#### **4. The establishment of committees and delegation of functions generally**

- (1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Chief Executive or Governance Professional and may delegate powers to-
- (a) such committees;
  - (b) the Chair, or in the Chair's absence, a Vice-Chair; or
  - (c) the Chief Executive.
- (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 2006 governing such arrangements.

## **5. The Audit Committee**

- (1) The Corporation shall establish a committee to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- (2) The committee referred to in paragraph (1) above shall operate in accordance with any requirements of the Department for Education.

## **6. Composition of Committees**

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**

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.

## **8. Delegable and non-delegable functions**

- (1) The Corporation shall not delegate the following functions:
  - (a) the determination of the educational character and mission of the institution;
  - (b) the approval of the annual estimates of income and expenditure;
  - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
  - (d) the appointment of the Chief Executive or holder of a senior post;



- (e) the appointment of the Governance Professional, (including, where the Governance Professional is, or is to be, appointed as a member of staff the Governance Professional's appointment in the capacity of a member of staff); and
  - (f) the modification or revocation of these Articles.
- (2) The Corporation may not delegate the following functions, other than to a committee of members of the Corporation:
- (a) the consideration of the case for dismissal, and
  - (b) the power to determine an appeal in connection with the dismissal of the Chief Executive, the Governance Professional or the holder of a senior post.
- (3) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (2) shall be established and conducted.
- (4) The Chief Executive may delegate functions to a senior post holder, other than-
- (a) the management of budget and resources; and
  - (b) any functions that have been delegated to the Chief Executive by the Corporation.

## **9. Appointment and promotion of staff: Senior Posts**

- (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—
- (a) advertise the vacancy nationally; and
  - (b) appoint a selection panel consisting of—
    - (i) at least three members of the Corporation including the Chair or a Vice-Chair or both, where the vacancy is for the post of Chief Executive or Governance Professional (including Governance Professional as member of staff); or

- (ii) the Chief Executive and at least two other members of the Corporation, where the vacancy is for any other senior post.
- (2) The members of the selection panel shall—
  - (a) decide on the arrangements for selecting the applicants for interview;
  - (b) interview the applicants; and
  - (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- (3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.
- (4) 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 paragraph (2), with or without first re-advertising the vacancy.
- (5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff—
  - (a) may be required to act as Chief Executive or in the place of any other senior post holder; and
  - (b) if so required, shall have all the duties and responsibilities of the Chief Executive or such other senior post holder during the period of the vacancy or temporary absence.

## **10. Appointment and promotion of staff: Other Posts**

The Chief Executive shall have responsibility for selecting for appointment all members of staff other than -

- (a) senior post holders; and

- (b) where the Governance Professional is also to be appointed as a member of staff, the Governance Professional in the role of a member of staff.

## **Rules relating to the conduct of staff**

### **11. Rules relating to the conduct of staff**

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

### **12. Academic freedom**

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**

- (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; and
  - (c) disciplinary and dismissal procedures for
    - (i) senior post-holders, and
    - (ii) staff other than senior post-holdersand such procedures shall be subject to the provisions of articles 3(1)(f), 3(2)(e), 8(1)(d) & (e), 8(2) and 14.
- (2) Any rules made under paragraph (1)(b) 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.
- (3) Any rules made under paragraph (1)(c)(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.

#### **14. Suspension and dismissal of the Governance Professional**

- (1) Where the Governance Professional is also a member of staff at the institution, the Governance Professional is to be treated as a senior post holder for the purposes of article 13(1)(c).
- (2) Where the Governance Professional is suspended or dismissed under article 13, that suspension or dismissal shall not affect the position of the Governance Professional in the separate role of Governance Professional.

#### **15. Students**

- (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.
- (2) The students' union shall present audited accounts annually to the Corporation.
- (3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

#### **16. Financial matters**

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 Secretary of State or Department for Education.

## **17. Rules and bye-laws**

The Corporation shall have the power to make rules, bye-laws and procedures relating to the government and conduct of the institution and these rules, bye-laws and procedures shall be subject to the provisions of the Instrument of Government and these Articles.

## **18. Copies of Articles of Government and rules, bye-laws and procedures**

A copy of these Articles, and of any rules, bye-laws and procedures, 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.

## **19. Modification or replacement of the Instrument and Articles of Government**

- (1) Subject to clause 14 of the Instrument and to paragraph (2) below, the Corporation may by resolution of the members modify or replace its Instrument and Articles of Government, after consultation with 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.

## **20. Dissolution of the Corporation**

- (1) Subject to clause 14 of the Instrument and to paragraph (2) below, 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 date of such resolution, in such a manner as to comply with any relevant statutory regulations for the time being in force.

Version	Date	Revision	Approved by
1	2017	New document Composite committee TORs	
1.3	01 July 2021	Review	Corporation Board
1.4	15 December 2021	S9 (6) varying the Instrument of Governance to allow a handover period of up to 2 months for an outgoing Chair to remain a member of the Board. In each case, an end date for the outgoing Chair will need to be approved at the appointment of their successor.	Corporation Board
1.5	July 2024	Review – no changes	Corporation Board
2.0	July 2025	Full revision on merger. Changes to membership numbers and categories, addition of written resolution, changes to sealing; updating terminology.	DRAFT