
Articles of Government 2014

Further and Higher Education Act 1992 based on the Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2008 as amended by the 2010 Order and subsequently the 2012 Order.

Eversheds LLP

115 Colmore Row
Birmingham
B3 3AL
United Kingdom

Tel: 0845 497 9797
Fax: 0845 497 1900
Int: +44 121 232 1000
Int. Fax: +44 20 7919 4919

CONTENTS

Clause	Page
1 Interpretation of the terms used	3
2 Conduct of the institution	3
3 Responsibilities of the Corporation, the Principal and the Clerk	3
4 The establishment of committees and delegation of functions generally.....	5
5 The Search and Governance committee.....	5
6 The Audit Committee	6
7 Delegable and non-delegable functions	6
9 Appointment and promotion of staff.....	7
10 Rules relating to the conduct of staff.....	8
11 Academic freedom	8
12 Grievance, suspension and disciplinary procedures	8
13 Students	9
14 Financial matters.....	9
15 Co-operation with the Chief Executive of Skills Funding's auditor.....	9
16 Internal audit.....	9
17 Accounts and audit of accounts	9
18 Rules and bye-laws.....	10
19 Copies of Articles of Government and rules and bye-laws	11
20 Modification or replacement of the Instrument and Articles of Government 11	
21 Dissolution of the Corporation	11

1. **Interpretation of the terms used**

In these Articles of Government:

- 1.1.1 any reference to "the Principal" shall include a person acting as Principal;
- 1.1.2 "the Articles" means these Articles of Government;
- 1.1.3 "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under **clause 5** of the Instrument of Government;
- 1.1.4 "the Clerk" has the same meaning as in the Instrument of Government;
- 1.1.5 "the Corporation" has the same meaning as in the Instrument of Government;
- 1.1.6 "staff member" and "student member" have the same meanings as in the Instrument of Government;
- 1.1.7 "the Secretary of State" means the Secretary of State for Business, Innovation, and Skills (BIS) or the successor body to BIS from time to time;
- 1.1.8 "senior post" means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- 1.1.9 "the staff" means all the staff who have a contract of employment with the institution;
- 1.1.10 "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, Standing Orders, Code of Conduct and other policies and procedures established under **Article 18**.

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

- 3.1 The Corporation shall be responsible for the following functions:

- 3.1.1 the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - 3.1.2 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;
 - 3.1.3 approving the quality strategy of the institution;
 - 3.1.4 the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
 - 3.1.5 approving annual estimates of income and expenditure;
 - 3.1.6 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - 3.1.7 setting a framework for the pay and conditions of service of all other staff.
- 3.2 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions:
- 3.2.1 making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
 - 3.2.2 the determination of the institution's academic and other activities;
 - 3.2.3 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;
 - 3.2.4 the organisation, direction and management of the institution and leadership of the staff;
 - 3.2.5 the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the

Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and

3.2.6 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.

3.3 The Clerk shall be responsible for advising the Corporation on:

3.3.1 the operation of its powers;

3.3.2 procedural matters;

3.3.3 the conduct of its business; and

3.3.4 matters of governance practice.

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

4.1 The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to:

4.1.1 such committees;

4.1.2 the Chair, or in the Chair's absence, the Vice-Chair; or

4.1.3 the Principal.

4.2 The terms of reference of any Committee, the number of members including co-opted members and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

4.3 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 prevailing regulatory requirements.

5. **The Search and Governance committee**

5.1 The Corporation will establish a committee, to be known as the "Search and Governance Committee", to advise on:

5.1.1 the appointment of members (other than as a student member); and

5.1.2 such other matters relating to membership and appointments as the Corporation may ask it to.

5.1.3 Governance matters

5.2 The Corporation shall not appoint any person as a member (other than as student member) without first consulting and considering the advice of the Search and Governance Committee.

6. **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.

6.2 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 regulatory requirements.

7. **Delegable and non-delegable functions**

7.1 The Corporation shall not delegate the following functions:

7.1.1 the determination of the educational character and mission of the institution;

7.1.2 the approval of the annual estimates of income and expenditure;

7.1.3 the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

7.1.4 the appointment of the Principal or holder of a senior post;

7.1.5 the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff);

7.1.6 the modification or revocation of these Articles;

7.1.7 the consideration of the case for dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation; and

7.1.8 the power to determine an appeal in connection with the dismissal of the Principal, Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

7.2 The Corporation shall make rules specifying the way in which a committee having functions under **Article 7.1** shall be established and conducted.

8. The Principal may delegate functions other than:

8.1.1 the management of budget and resources; and

8.1.2 any functions that have been delegated to the Principal by the Corporation.

9. **Appointment and promotion of staff**

9.1 The Corporation will appoint the Principal, senior postholders and the Clerk in accordance with its policies and procedures.

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

9.2.1 advertise the vacancy nationally;

9.2.2 where the vacancy is for the post of Principal, appoint a selection panel consisting of at least five members of the Corporation including the Chair or the Vice-Chair or both; or

9.2.3 where the vacancy is for any other senior post, appoint a selection panel consisting of the Principal and at least three other members of the Corporation.

9.3 The selection panel shall determine the selection process and interview arrangements, conduct interviews and where appropriate to do so, recommend an appointment to the Corporation.

9.4 If the selection panel is unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may require the panel to repeat the steps specified in **Article 9.2** with or without first re-advertising the vacancy.

9.5 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:

9.5.1 may be required to act as Principal or in the place of any other senior post holder; and

9.5.2 if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

9.6 The Principal shall have responsibility for selecting for appointment all members of staff other than senior post holders; and the Clerk, in accordance with the Corporation's policies and procedures.

10. **Rules relating to the conduct of staff**

The Corporation shall approve any rules relating to the conduct of staff.

11. **Academic freedom**

In making rules under **Article 10**, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

12. **Grievance, suspension and disciplinary procedures**

12.1 After consultation with staff, the Corporation shall make rules setting out:

12.1.1 grievance procedures for all staff;

12.1.2 procedures for the suspension of all staff; and

12.1.3 disciplinary and dismissal procedures for

(i) senior post-holders, and

(ii) staff other than senior post-holders

and such procedures shall be subject to the provisions of **Articles 3.1.6, 3.2.5, , 7.1.4, 7.1.7 and 7.1.8.**

12.2 Any rules made under **Article 12.1.2** shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

12.3 Any rules made under **Article 12.1.3.1** shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

13. **Students**

13.1 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.

13.2 The students' union shall present audited accounts annually to the Corporation.

13.3 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).

14. **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 Chief Executive of Skills Funding.

15. **Co-operation with the Chief Executive of Skills Funding's auditor**

The Corporation shall co-operate with any person who has been authorised by the Chief Executive of Skills Funding (or any successor body to it) 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.

16. **Internal audit**

16.1 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.

16.2 The Corporation may arrange for the examination and evaluation mentioned in **Article 16.1** to be carried out on its behalf by internal auditors.

17. **Accounts and audit of accounts**

17.1 The Corporation shall:

- 17.1.1 keep proper accounts and proper records in relation to the accounts; and
 - 17.1.2 prepare a statement of accounts for each financial year of the Corporation.
- 17.2 The statement will:
- 17.2.1 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
 - 17.2.2 comply with any directions given by the Skills Funding Agency 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.
- 17.3 The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- 17.4 Auditors shall be appointed and audit work conducted in accordance with any legal and regulatory requirements.
- 17.5 The "financial year" means the first financial year and, except as provided for in **Article 17.7** each successive period of twelve months.
- 17.6 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 Skills Funding Agency's approval.
- 17.7 If the Corporation is dissolved:
- 17.7.1 the last financial year shall end on the date of dissolution; and
 - 17.7.2 the Corporation may decide, with the Skills Funding Agency's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

18. **Rules and bye-laws**

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.

19. **Copies of Articles of Government and rules and bye-laws**

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.

20. **Modification or replacement of the Instrument and Articles of Government**

20.1 Subject to **Article 20.2** 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.

20.2 The Corporation will not make changes to the Instrument and Articles of Government that would result in the body ceasing to be a charity.

21. **Dissolution of the Corporation**

21.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

21.2 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.