**INSTRUMENT AND ARTICLES FOR THE CORPORATION (BOARD) OF CRAVEN COLLEGE**

The Instrument and Articles provide the framework for effective governance and accountability within the College, setting out decision-making processes, responsibilities, and lines of authority**.**

**Schedule 1**

**INSTRUMENT OF GOVERNMENT**

**1. INTRODUCTION**

1.1 The Instrument and Articles of Government, establish the legal basis of governance for the College. These Articles supplement the provisions of the Further and Higher Education Act 1992.

1.2 This Instrument set out the Board's policies relating to the way in which it conducts its business and supersede all earlier issues.

1.3 It is the responsibility of the Director of Governance to interpret the Instrument and Articles and to advise the Board if at any time it appears that the Board (or an individual member of the Board) is in breach of them.

1.4 Every member of the Board and of its committees shall be bound by the Instrument and shall be expected to adhere to the seven principles of public life as recommended by the Nolan Committee's report "Standards in Public Life", known as the Nolan Principles. In summary these are: -

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

1.5 Following the reclassification of FE colleges and their subsidiaries to the government sector from 29 November 2022, the regularity framework for colleges has expanded to take into account the requirements of HMT Managing Public Money (MPM). The Board will have due regard to these requirements throughout the operation of its business.

1.6 The Board has formally adopted the AoC Code of Good Governance .

**2. COMPOSITION OF THE BOARD**

2.1 The Board shall consist of:
Up to 20 Independent Members who appear to the Board to have the necessary skills to ensure that it carries out its functions under article 3 of the Articles of Government plus two Staff Members (one teaching and one support), two Student Members, one Principal.

2.2 Article 7 of the Instrument provides the Board with the authority to co-opt persons who are not members of the Board to any committee, other than a committee considering the dismissal of a senior postholder. Co-opted members make a very useful contribution to discussions and help make the correct decisions in relation to important matters.

2.3 Co-opted members are not Governors, and do not have the responsibilities of Governors. They are not covered by the College's liability insurance for Governors and should therefore act in a purely advisory capacity.

**3. CODE OF CONDUCT**

3.1 Governors and Committee members must abide by the agreed Code of Conduct which has been approved by the Board.

3.2 The Code of Conduct is available on the website or from the Director of Governance and will be confirmed as accepted annually by all Governors.

**4. <u>APPOINTMENT AND REMOVAL OF BOARD MEMBERS</u>**

4.1 The rules for the appointment, reappointment and removal of Governors are reviewed from time to time by the People, Search and Governance Committee but the final decision shall rest with the Board. The Board is the appointing authority in relation to the appointment of its members.

4.2 All new Governors will have a probationary period of 12 months.

4.3 The term of office for an Independent Governor will be for four years. Serving a maximum of two terms (2x 4 years). Any extension beyond two terms shall require a formal board resolution supported by a documented skills and succession rationale.

4.4 Any member whom the Board is satisfied is unable or unfit to discharge the functions of a member may be removed from office by giving notice in writing.

4.5 A member may resign at any time by giving notice in writing to the Director of Governance.

4.6 Any person who is a member of the Board by virtue of being a member of the staff at the institution, including the Principal, or a student, shall cease to hold office upon ceasing to be a member of the staff, or being a registered student, and the office shall then be vacant.

4.7 In extenuating circumstances, it may be appropriate for the Board to grant leave of absence should an extended absence be anticipated.

4.8 If at any time the Board is satisfied that any member:

(i) is unfit or unable to discharge the functions of a member
(ii) has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board
(iii) membership is no longer in the best interest of the Board for the individual to continue in office.
(iv) Is disqualified from acting as a charity trustee by virtue of the Charities Act 2011.

the Board may, by notice in writing to that member, remove the member from office and the office shall then be vacant.

4.9 **Vacancies**

Where a vacancy arises, the Director of Governance will take steps to fill the vacancy. Responses to advertisements will be considered in the first instance by the Director of Governance. Applicants with the appropriate skills and experience will be considered by the People, Search and Governance Committee who will interview candidates and make recommendations to the Board.
The Committee shall seek to maintain an appropriate balance of skills, experience, diversity and community representation when recommending appointments.

4.10 **Staff Governors**

Nominations for one member from the Teaching Staff and one member from the Support Staff will be considered by the Board. Such nominations will be brought to the Board in accordance with the

election arrangements agreed with representatives of staff. There is no requirement for nominations to be considered by the People, Search and Governance Committee.

4.11 Any person who is a member of the Board by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

4.12 **Student Governors**
A nomination for up to two members from the student executive, will be elected by the student executive, will be ratified by the Board. There is no requirement for nominations to be considered by the People, Search and Governance Committee.

4.13 Induction for student members will be provided by the Director of Governance.

4.14 In the case of staff and student members seeking re-nomination of the Board, the Director of Governance will ensure that the necessary procedures take place.

4.15 A student member shall cease to hold office -

(i) 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 Board may decide
(ii) if expelled from the institution, and the office shall then be vacant.

**5. APPOINTMENT OF THE CHAIR AND VICE-CHAIR OF THE BOARD**

5.1 Under the Instrument of Government, the Chair and Vice Chair shall be appointed by the whole Board from amongst their Membership at the last meeting before the end of their term of office or at the first meeting following the end of their term of office. On the expiration of their term of office they shall normally be eligible for reappointment, subject to the number of terms already served (see 4.3).

5.2 The Search and Governance Committee shall be responsible for considering and ensuring that appropriate succession planning arrangements are in place to ensure a smooth transition in the positions of Chair and Vice-Chair (s). The Committee's work shall be informed by the Governor individual performance reviews and may include recommending to the Board that candidates be sought through an external recruitment process.

5.3 In the event of the cessation/lapsing of office or early resignation of an office holder the Director of Governance will normally request nominations. If only one nomination is received and seconded the nominee will be appointed to the office without the need for an election.

5.4 If an election is required, secret balloting may be used if requested by the Board. The Principal, staff or student members are not eligible for appointment of Chair or Vice Chair although they may participate in the appointment process.

5.5 The meeting at which the appointment of Chair or Vice Chair is to be considered will be chaired by the Vice Chair or the Director of Governance until the appointment is made.

5.6 The Chair and Vice-Chair of the Board may resign their respective positions at any time by giving notice in writing to the Director of Governance.

5.7 If the Board is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice Chair from office and the office shall then be vacant.

5.8 If both the Chair and Vice-Chair are absent from any Board meeting, those present shall choose one of their number to act as Chair for that meeting (not being the Principal, nor a staff or student member).

## 6. APPOINTMENT OF THE DIRECTOR OF GOVERNANCE

6.1 The Board shall appoint the Director of Governance.

6.2 The Director of Governance may not have another staff role within the College.

6.3 In the temporary absence of the Director of Governance, the Board shall appoint a person to serve as a temporary Clerk/ Director of Governance, but the Principal may not be appointed as temporary Clerk.

6.4 Any reference in this Instrument to the Director of Governance or Clerk shall include a temporary Clerk appointed.

6.5 The Director of Governance shall have an appropriate governance qualification or demonstrate equivalent governance experience and shall undertake such professional development as may be required to maintain competence in the role.

## 7. 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.

7.2 The Director of Governance may not be a member.

7.3 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 Principal.

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

7.5 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 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

7.6 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:

(i) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled
(ii) if the bankruptcy order is annulled, at the date of that annulment; or
(iii) 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
(iv) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge
(v) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

7.7 A person shall be disqualified from holding, or from continuing to hold, office as a member for the following:

(i) Unspent conviction for specified terrorism, money laundering or bribery offences
(ii) Unspent conviction for contravening a Charity Commission Order or Direction
(iii) Unspent conviction for misconduct in public office, perjury or perverting the course of justice
(iv) Unspent conviction for attempting, aiding or abetting any of the above offences
(v) Disobeying a Charity Commission Order
(vi) Being on the sex offenders register
(vii) Unspent sanction for contempt of Court

(viii) Being a designated persons under specific anti-terrorist legislation.

7.8 Where a person is disqualified by reason of them 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.

7.9 A person shall be disqualified from holding, or from continuing to hold, office as a member if:

(i) 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

(ii) within the previous twenty years that person has been convicted and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

(iii) that person has at any time been convicted and has received a sentence of imprisonment, whether suspended or not, of more than five years.

7.10 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.

7.11 Upon a member of the Board becoming disqualified from continuing to hold office, the member shall immediately give notice of that fact to the Director of Governance.

**8. MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE INSTITUTION**

8.1 A member to whom paragraph (2) applies shall -

- disclose to the Board the nature and extent of the interest
- if present at a meeting of the Board, 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
- withdraw, if present at a meeting of the Board, 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 Board or committee present at the meeting.

8.2 This paragraph applies to a member who 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 any other matter relating to the institution

(iii) has any other interest of a type specified by the Board in any matter relating to the institution.

8.3 This Clause shall not prevent the members considering and voting upon proposals for the Board to insure them against liabilities incurred by them arising out of their office or the Board obtaining such insurance and paying the premium.

8.4 Where the matter under consideration by the Board or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member-

(i) need not disclose a financial interest

(ii) and 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 Board as a whole and does not seek to represent the interests of any other person or body, but

(iii) 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.

8.5 The Director of Governance shall maintain a register of the interests of the members/attendees at meetings (such as SLT) 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.

**9. MEETINGS**

9.1 The Board shall meet at least once in every term and shall hold such other meetings as may be necessary.

9.2 Subject to paragraphs (4) and (5), all meetings shall be called by the Director of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board written notice of the meeting and a copy of the proposed agenda.

9.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Director 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.

9.4 **Attendance**: The Board's 'Code of Conduct' indicates that a high level of attendance at meetings is expected so that they will be able to participate fully in the work of the Board and the life of the College. The Board expects a member's attendance to be at least 75% at Board and 80% at committee meetings for which they are eligible.

9.5 Apologies for absence should be sent to the Director of Governance in advance of meetings so that the Chair may be consulted with a view to postponing a meeting in the event that it will be inquorate.

9.6 The Director of Governance will maintain a register of attendance which is monitored by the People, Search and Governance Committee. Attendance registers are published annually within the Annual Report and Financial Statements. Attendance levels shall be reviewed annually by the People, Search and Governance Committee and reported to the Board.

9.7 Any Member who has been absent from meetings of the Board for a period longer than six months without the permission of the Board may be removed from office by giving notice in writing.

9.8 **Withdrawal from Meetings**

Staff Governors and, where applicable, the Principal, are obliged to withdraw from any part of a meeting which is discussing:

- their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (as distinct from staff matters relating to all members of staff or all members of staff in a particular class)
- the appointment of their successor
- at the resolution of other Governors present, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

9.9 A Student Governor must withdraw from a meeting discussing:

- A student's conduct, suspension or expulsion including their own, where there is consideration of staff matters relating to a member or prospective member of staff.
- Whether or not withdrawal is requested, a Student Governor may not participate in the consideration or discussion of that matter and may not vote on any question with respect to it.

## 10. ACCESS TO MEETINGS OF THE BOARD AND ITS COMMITTEES

10.1 Meetings of the Board and its Committees shall not normally be open to members of the public but the final decision rests with the Chair in consultation with the Principal and Director of Governance.

10.2 In certain circumstances members of the Board may be asked to withdraw under the provisions of the Instrument of Government.

10.3 The Principal and CEO, and Director of Governance (in consultation with the Chair of the Board or relevant Committee) will consider which members of staff are required to attend meetings of the Board and its Committees.

10.4 The Board places responsibility on the Director of Governance to ensure that members of staff withdraw from meetings as and when the need arises. If, however, one or more members of the Board believe members of staff should withdraw from a meeting for a particular item they are required to bring this to the attention of the meeting.

## 11. PROCEEDINGS AT MEETINGS

11.1 All discussions at meetings of the Board and its committees will be conducted through the Chair.

11.2 **Quorum**

To be quorate meetings of the Board require 40% of members appointed to be present. The quorum for individual Committees is determined by each Committee's Terms of Reference. Co- opted Committee Members count towards the quorum of individual Committees.

11.3 Members will be deemed to be "present" by the use of video- conferencing and/or telephone-conferencing facilities and will count in the quorum and be eligible to vote to the same extent as would be the case if they were present in person in the same room.
If a meeting becomes inquorate the Chair should close the meeting.

11.4 If the number of members present for a meeting of the Board does not constitute a quorum, the meeting shall not be held. 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.

11.5 If during a meeting of the Board there ceases to be a quorum, the meeting shall be terminated at once.

11.6 A Principal who has chosen not to be a member of the Board shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Board and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph.

11.7 **Voting and Resolutions**

The Instrument of Government establishes that every question to be decided at a meeting shall be determined by a majority of the votes of the members present (in person or via video/telephone conferencing facilities) and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. This will also apply to written resolutions.

11.8 At Committee meetings, co-opted Committee Members alone may **not** out vote members of the Board on the Committee on any issue.

11.9 A member may **not** vote by proxy or by postal vote.

11.10 Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

11.11 Members of the Board shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

11.12 Charity law requires that any person who has an interest in a question to be decided upon shall take no part in the discussion or question, or be entitled to vote on the question, and where required, to do so, shall withdraw from the meeting whilst the question is being considered and voted on.

11.13 The Board may determine that it is appropriate for a secret ballot to be held on a particular issue. A dissenting Governor has the right to have their disagreement recorded in the minutes.

11.14 A resolution may be amended if the amendment is proposed and seconded by members entitled to vote on the issues, and after discussion is accepted by a majority of the members present entitled to vote. The amended resolution then becomes the substantive resolution. (In accordance with the common law of meetings, an amendment to a resolution may not be put if it is outside the scope of the meeting, or bears no relation to the original resolution, or its effect is simply to negate the original resolution or is incompatible with a decision previously made by the meeting).

11.15 No decision by the Board may be rescinded or varied at a subsequent meeting unless consideration of the variation or rescission is a specific item of business on the agenda for that meeting.

11.16 All members of the Board or its committees will comply with the doctrine of **collective responsibility** and stand by a decision even if it was not taken unanimously.

11.17 **Written resolutions**
Exceptional matters requiring urgent resolution may be determined by a resolution in writing, which may be circulated by email. The resolution shall be as valid and effectual as if it had been passed at a meeting of the Board. Matters determined by written resolution shall be confirmed at the next meeting of the Board or the committee.

## 12. AGENDAS FOR MEETINGS

12.1 The agenda for meetings of the Board and its committees will be drawn up by the Director of Governance in consultation with the relevant Chair and the Principal and CEO. All such meetings shall be summoned by the Director of Governance at least (wherever possible) one calendar week in advance by notice sent to every member of the Board.

12.2 Agendas for meetings of the Board will be compiled by the Director of Governance in consultation with the Chair and the Principal. The Director of Governance shall **not** be entitled to see any item which refers to their remuneration, conditions of service, conduct, suspension, dismissal or retirement.

12.3 At each meeting of the Board, and of every committee, the minutes of the last meeting shall be taken as an agenda item (unless there is an acceptable reason to defer consideration) and, if agreed to be accurate, shall be confirmed as a true record.

12.4 The recording in the minutes that the previous minutes have been accepted will be record enough and no wet signature will be required.

12.5 Members of the Board and its committees may request that specific items are included on the agenda of the next meeting. Such requests should be made to the Director of Governance not less than **three weeks** ahead of the meeting in question.

12.6 It shall be permissible for the Chair of a committee to convene an emergency meeting of that committee by giving less than one week's notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

12.7 A special meeting of the Board may be called at any time at the request of the Chair or at the request in writing of any **five** members. Where the Chair, or in the Chair's absence, the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the meeting and agenda may be given within less than seven calendar days.

12.8 **Urgent Business**
The Chair may allow an item to be discussed which is judged to be urgent to be raised under "Any Other Business" if it has been brought to their attention **before the** beginning of the meeting. Under normal circumstances the item must have arisen after the agenda had been circulated

## 13. DECISION-MAKING AND THE DELEGATION OF POWERS

13.1 The Instrument of Government specify the roles and responsibilities of the Board, the Principal (Chief Executive) and the Director of Governance.

13.2 There are occasions when issues arise which require a Board decision and it is not thought appropriate to call a special meeting. In such circumstances the Board has agreed that the Chair may take action on behalf of the Board on the condition that such a course of action is not contrary to the Instrument of Government or other regulations. A report on any such action taken will be made at the next meeting.

13.3 In the event of the Chair being indisposed for any period of time, and therefore unable to fulfil their duties, the Board has delegated authority to the Vice-Chair to carry out any aspect of the Chair's role, including taking action on behalf of the Board, subject to the conditions above.

13.4 In the event that neither the Chair nor Vice-Chair are able to carry out the role, responsibility is delegated to the Chair of the Finance, Resources and Investment Committee, who will consult with other Committee Chairs, as appropriate. In the unlikely event that none of the above are fit to fulfil the role, remaining Committee Chairs are authorised to agree amongst themselves who will assume the role.

13.5 Requests for action by the Chair will only be made through the Director of Governance.

13.6 The Chair and the Principal, in conjunction with the Director of Governance, will judge if it is thought appropriate to seek the views of the Chair of any committee associated with the issue.

13.7 Decisions of the Board may be made in two ways:

(i) under normal circumstances, decisions of the Board will be made by members at a properly constituted meeting where they must be minuted

**(ii)** the Instrument of Government provides for decisions to be made by **written resolution** (see 11.17) where appropriate. The Board has agreed that this facility would be used only where it does not prove practical or possible to constitute a quorate meeting of the Board within an appropriate timeframe for the decision to be made. The detailed procedures for a resolution in writing are covered in the Instrument of Government.

## 14. MINUTES AND PAPERS

14.1 With the exception of excluded items papers will be available in accordance with the College's Publication Scheme under the Freedom of Information Act. All approved Board and committee minutes will be available on the Craven College website following approval for a minimum period of 12 months.

14.2 The following items will be regarded as confidential items and thus will not be available for

inspection:

- a matter concerning a named person employed, or proposed to be employed, at the College
- a matter concerning a named student at, or candidate for, admission to the College
- any matter which the Board or the relevant committee is satisfied should be dealt with on a confidential basis and will be retained as confidential for a minimum period of two years.

14.3 Separate minutes shall be taken of those parts of the meeting from which staff or student members or the Director or Governance have withdrawn.

14.4 Minutes of meetings will record the outcome of discussion on agenda items. It may be necessary, however, to include sufficient narrative to allow a person not in attendance at the meeting to determine why a particular decision was made.

14.5 The detail of members' discussion at meetings, including opinions expressed on individual issues are regarded as confidential and not a matter of formal record in the minutes, unless the individual wishes that their view is formally minuted

14.6 Any matter which the Board or the relevant committee is satisfied should be dealt with on a confidential basis will be retained as confidential for a minimum period of two years

14.7 The minutes of Board and Committee meetings are to be approved at the next meeting as an accurate record of the meeting and signed by the Chair. The Director of Governance is responsible for the custody of the approved set of minutes.

## 15. PUBLIC ACCESS TO MEETINGS

15.1 The Board 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. In making its decision, it shall give consideration to any item of business to be included in the list of any excluded items.

## 16. DECLARATION OF INTERESTS AND GIFTS

16.1 Except with the written approval of the Secretary of State, no member shall acquire or hold any interest in property that is held or used for the purposes of the institution. (Instrument Clause 11(1))

16.2 Members will be reminded at each meeting that they should declare any financial or personal interests which they may have in any item on the agenda. Governors are required to declare any non-financial interests such as membership of public bodies and institutions, trusteeships or membership of closed organisations. Any declarations of interest will be recorded in the minutes.

16.3 Charity law requires that any person who has an interest in a question to be decided upon shall take no part in the discussion. This interest must be declared in the Board or Committee meeting where the matter is being considered. The Governor will be excluded from taking part in the discussion relating to the matter, will not be included in the quorum and will not be entitled to vote on the matter.

16.4 Members of the Board or any of its committees should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement. Governors are required to declare any interest when he or she is closely connected with someone, for example a spouse, partner or close family whose personal interests, would, if they were Governors themselves, have to be declared.

16.5 **Gifts and Hospitality**

Members of the Board or any of its committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity, in accordance with the College's Anti-Fraud and Anti-Bribery Policy. Any gifts above the

threshold specified in the College's Gifts and Hospitality Policy should be declared to the Director of Governance.

16.6 The Director of Governance shall maintain a register of interests of all Board and committee members which are disclosed as well as of their business interests and such register shall be made available for inspection by the public.

**17. ALLOWANCES TO MEMBERS OF THE BOARD**

17.1 No allowances are paid to members of the Board or its committees. Any costs or expenses incurred in carrying out their role as a Governor will be paid in line with the Policy on Expenses and Allowances for Governors.

17.2 Expense claims by any Governor or the Chair must be approved by the Director of Governance or Deputy Principal.

17.3 Forms to allow Members to reclaim travelling and subsistence allowances are available from the Director of Governance.

**18. STATEMENTS MADE ON BEHALF OF THE BOARD**

18.1 Unless otherwise agreed by the Principal or Chair in specific circumstances, statements on behalf of the Board will only be made by the Chair, the Principal or the Director of Governance. Members of the Board and its Committees must not make public or media statements in relation to the College.

**19. GOVERNOR AND COMMITTEE MEMBER TRAINING**

19.1 On appointment to the Board and to Committees induction training will be made available for new Governors and Committee members. An opportunity to meet with the senior managers, teaching and support staff, and students will be provided.

19.2 The Director of Governance will signpost relevant training to the Board through regular updates.

19.3 There are a number of statutory training modules that must be completed by Governors safeguarding and child protection, including online safety, Prevent as mandated by Keeping Children Safe in Education (KCSIE). Failure to do this could result in being removed from the Board.

19.4 The Board shall undertake an annual review of its skills, knowledge and experience and use the outcomes to inform governor recruitment, succession planning and development.

19.5 The Director of Governance shall maintain a record of governor and committee member development activities and report annually to the Board on development undertaken.

19.6 The Board shall ensure that the Director of Governance undertakes continuing professional development appropriate to their role.

19.7 All Governors shall undertake mandatory governance training as determined by the Board from time to time.

19.8 The Board must conduct an annual governance self-assessment (except in the year of an external governance review).

19.9 An external board review shall be undertaken every three years or following any significant changes in legislation, regulation or government guidance.

**20. DATA PROCESSING**

20.1 The addresses, telephone and e-mail details of Board and committee members will be maintained by the Director of Governance and will only be used in accordance with the Governors Privacy Notice which sets out the legal grounds for the College processing contact information for governors under

the *Further and Higher Education Act 1992.* Governors are responsible for updating the Director of Governance about changes to the data to ensure it is up to date and accurate.

**21 APPLICATION OF COLLEGE SEAL – authentication of documents**

21.1 The College Seal shall only be applied provided the Board has given prior approval for its use and it shall be the responsibility of the Principal and Deputy Principal in conjunction with the Director of Governance to ensure that such approval is received in advance of its application.

21.2 The Director of Governance will authorise the affixing of the College Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or in their absence a Vice Chair), together with that of any other Member authorised generally or specifically by the Board to act for that purpose.

21.3 Any entry of the Sealing of every Order, Deed, or other document to which the College Seal of the Board has been affixed, must be recorded in a Seal Register maintained by the Director of Governance for that purpose and reported to the subsequent Board.

**22. LIABILITY AND INDEMNITY COVER**

22.1 The College shall maintain liability and indemnity cover for Governors and Committee members to a minimum level agreed from time to time.

**23. PROFESSIONAL ADVICE**

23.1 The Board may obtain independent professional advice on any matter concerning the exercise of their powers and responsibilities. Such matters may include advice on legal, statutory, accounting or regulatory duties or matters, but excludes advice to individual members concerning their own respective personal interests.

23.2 The Director of Governance shall liaise with the Chair of the Board who shall decide whether to authorise the advice requested, after consultation, as appropriate, with the Principal or Deputy Principal and other Committee Chairs.

**24. AMENDMENTS TO THE INSTRUMENT AND ARTICLES**

24.1 Any amendments to this document require the approval of the Board unless they are covered directly or indirectly by statute in which case such changes will be acted upon.

24.2 These Instrument and Articles shall be reviewed annually.

## SCHEDULE 2
## ARTICLES OF GOVERNMENT

**CONTENTS**


1. Interpretation of the terms used
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10. Appointment and promotion of staff
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**1. Interpretation of the terms used**

In these Articles of Government -

a. any reference to "the Principal" shall include a person acting as Principal
b. "the Articles" means these Articles of Government
c. "Chair" and "Vice-Chair" mean respectively the Chair and
d. Vice-Chair of the Corporation appointed under clause 5 of the Instrument of Government
e. "the Director of Governance" has the same meaning as in the Instrument of Government
f. "the Corporation" has the same meaning as in the Instrument of Government
g. "DfE means the Department for Education and includes any successor organisation responsible for funding and regulation of Further Education Colleges.
h. "staff member" and "student member" have the same meanings as in the Instrument of Government
i. "the Secretary of State" means the Secretary of State for Education.
j. "senior post" means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles
k. "the staff" means all the staff who have a contract of employment with the institution
l. "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 byelaws made under these Articles and any trust deed regulating the institution.

**3. Responsibilities of the Corporation, the Principal and the Director of Governance**

1) The Corporation shall be responsible for the following functions -

- the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- 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
- approving the quality strategy of the institution
- the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets

- approving annual estimates of income and expenditure
- the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Director of Governance, including, where the Director of Governance is, or is to be appointed as, a member of staff, the Director of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- setting a framework for the pay and conditions of service of all other staff.
- In carrying out its responsibilities the Corporation shall have regard to:
    - equality, diversity and inclusion
    - environmental sustainability
    - stakeholder engagement
    - organisational culture and values
    - the principles of the Further Education Code of Good Governance.

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-

- making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- the determination of the institution's academic and other activities;
- 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;
- the organisation, direction and management of the institution and leadership of the staff;
- 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 Director of Governance, where the Director of Governance is also a member of the staff
- 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 Director of Governance shall be responsible for the following functions: -

- advising the Corporation with regard to the operation of its powers
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business
- 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 Principal or Director of Governance and may delegate powers to-
    - such committees
    - the Chair, or in the Chair's absence, a Vice-Chair
    - the Principal.

2) The terms of reference of any committee, the number of members 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(2) governing such arrangements.

## 5. The Search Committee

1) The Corporation shall establish a search committee, to be known as the "People, Search and Governance Committee", to advise on -
2) the appointment of members
    - succession planning
    - governor training and development
    - board skills audits
    - board effectiveness reviews
    - governance compliance
    - diversity of board membership
    - such other matters relating to membership and appointments to the Corporation may ask.

3) The Corporation shall not appoint any person as a member of the Corporation without first consulting and considering the advice of the Search Committee. In the case of elected Staff Governors and Student Governors, the election shall be ratified by the Corporation, and no nomination to the Search Committee shall be required.

4) The Corporation may make rules specifying the way in which the search 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.

5) 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.

## 6. The Audit Committee

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 also advise the Corporation on risk management, assurance arrangements, fraud prevention, whistleblowing arrangements and value for money.
3) 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 Department for Education.

## 7. Composition of committees

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.

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

The Corporation shall ensure that:

- a written statement of its policy regarding attendance at committee meetings by persons who are not committee members
- 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.

## 9. Delegable and non-delegable functions

(1) The Corporation shall not delegate the following functions:

- the determination of the educational character and mission expenditure
- the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets
- the appointment of the Principal or holder of a senior post
- the appointment of the Director of Governance (including, where the Director of Governance is, or is to be, appointed as a member of staff the Director of Governance 's appointment in the capacity as a member of staff)
- the modification or revocation of these Articles.

(2) The Corporation may **not** delegate:

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

3) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

4) The Principal may delegate functions, in accordance with the Scheme of Delegation approved by the Corporation, to the holder of any other senior post. The Principal shall remain accountable for the exercise of any such delegated function.

## 10. Appointment and promotion of staff

1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall

(a) determine the arrangements for the advertisement, selection and appointment of a successor, in line with current employment legislation, the College equality policy and best practice; and
(b) appoint a selection panel consisting of-
(i) at least five members of the Corporation including the Chair or the Vice Chair or both, where the vacancy is for the post of Principal; or
(ii) the Principal and at least three 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
(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 -

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

6) The Principal shall have responsibility for selecting for appointment all members of staff other than -

- senior post holders
- where the Director of Governance is also to be appointed as a member of staff, the Director of Governance in the role of a member 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
(c) disciplinary and dismissal procedures for senior post-holders, and
staff other than senior post-holders and such procedures shall be subject to the provisions of Articles 3(1)(f), 3(2)(e), 9(1)(d), 9(1)(e), 9(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 Director of Governance**

1) Where the Director of Governance is also a member of staff at the institution, the Director of Governance is to be treated as a senior post holder for the purposes of article 13 (1)(c).
2) Where the Director of Governance is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Director of Governance in the separate role of Clerk to the Corporation.

**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**

1) The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the DfE.

2) The Corporation shall ensure compliance with the College Financial Handbook and Managing Public Money, where applicable.

**17. Co-operation with the Funding Bodies' Auditor - The Department for Education**
The Corporation shall co-operate with any person who has been authorised by the Funding Bodies 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.

**18. Internal audit**

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 22.

**19. Accounts and audit of accounts**
1) The Corporation shall -

- keep proper accounts and proper records in relation to the accounts; and
- prepare a statement of accounts for each financial year of the Corporation.

2) The statement shall -

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

3) The accounts and the statement 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 21.

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

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 DfE's approval.

8) If the Corporation is dissolved -

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

**19. Rules and byelaws**

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

**20. Copies of Articles of Government and rules and byelaws**

A copy of these Articles, and of any rules and byelaws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who 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.

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

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 person 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 and articles of government that would result in the body ceasing to be a charity.

**22. Dissolution of the Corporation**

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.