

NOTTINGHAM COLLEGE

INSTRUMENT & ARTICLES OF GOVERNMENT

(Adopted by the Corporation on 14 June 2017)

NOTTINGHAM COLLEGE

INSTRUMENT OF GOVERNMENT

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Interpretation of the terms used

1. In this Instrument of Government:
 - (a) any reference to "the Chief Executive Officer" shall include a person acting as Chief Executive Officer;
 - (b) "the Clerk" means the Clerk to the Corporation;
 - (c) "the Corporation" means the further education corporation to which this Instrument applies;
 - (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;
 - (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 it is possible for every person present at the meeting to communicate with each other as set out in clause 10(6) hereof;
 - (g) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have taking account, if appropriate, of the category of that member;
 - (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 Business, Innovation and Skills (or any successor thereto responsible for further education);
 - (j) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
 - (k) "the students' association" means any association of students formed to further the educational purposes of the institution and the interests of students, as students.

Composition of the Corporation

- 2.(1) The Corporation shall consist of:
 - (a) up to fifteen 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 ("external members");
 - (b) the Chief Executive Officer of the institution, unless the Chief Executive Officer chooses not to be a member;
 - (c) two members who are members of the institution's staff and have a contract of employment with the institution and who have been nominated and elected as set out in paragraph (3) ("staff members"); and
 - (d) two members who are students at the institution and have been nominated in accordance with standing orders made under article 20 of the Articles of Government ("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 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' association.
- (3) One staff governor shall be a member of the academic staff, nominated and elected only by academic staff and the other shall be a member of the non-academic staff, nominated and elected only by non-academic staff in accordance with standing orders made under article 20 of the Articles of Government.

- (4) The appointing authority, as set out in clause 3, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).
- (5) The Corporation shall determine the number of members to be appointed under paragraph (1)(a) and may vary that determination from time to time subject to the limit that applies to that category.

Appointment of the members of the Corporation

- 3.(1) The Corporation is the appointing authority in relation to the appointment of members in the categories specified in clauses 2(1)(a), (c) and (d) above.
- (2) If the number of members falls below the number needed for a quorum, the Corporation shall immediately appoint members sufficient to form a quorum.
- (3) The appointing authority may decline to appoint a person as a 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 standing order made under article 20 of the Articles of Government concerning the number of terms of office which a person may serve; or
 - (c) the person is ineligible to be a member of the Corporation because of clause 6.
- (4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the Chair and Vice-Chair

- 4.(1) The members of the Corporation shall appoint a Chair and one or two Vice-Chairs from among themselves.
- (2) Neither the Chief Executive Officer nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair or Vice-Chair in their absence.
- (3) If both the Chair and the Vice-Chair(s) are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chair(s) 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 Clerk.
- (6) If the Corporation is satisfied that the Chair or a Vice-Chair (as the case may be) is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice Chair (as the case may be) from office and the office shall then be vacant.
- (7) At the last meeting before the end of the term of office of the Chair or Vice-Chair(s) (as the case may be), or at the first meeting following the Chair's or a Vice-Chair's (as the case may be) resignation or removal from office, the members shall appoint a replacement from among themselves.
- (8) Unless the Corporation otherwise resolve from time to time at the end of their respective terms of office, the Chair and Vice-Chair(s) shall be eligible for reappointment subject to any maximum terms of office approved by the Corporation from time to time.

Appointment of the Clerk to the Corporation

- 5.(1) The Corporation shall appoint a person to serve as its Clerk. The Chief Executive Officer may not be appointed as Clerk.

- (2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as temporary Clerk, but the Chief Executive Officer may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 12, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the institution.

Persons who are ineligible to be members

- 6.(1) No one under the age of 18 years may be a member except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Chief Executive Officer.
- (4) Paragraph (3) does not apply to a student who is employed or engaged by the Corporation in connection with the student's role as an officer of a students' association.
- (5) 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.
- (6) A person shall also be disqualified from holding, or from continuing to hold, office as a member if:
 - (a) that person has been convicted, whether in the United Kingdom or elsewhere, of any offence (except a road traffic offence not involving death or personal injury or driving under the influence of alcohol or drugs) unless the Corporation resolve otherwise. For the purpose of this paragraph 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 or now in force anywhere in the United Kingdom; or
 - (b) that person is no longer eligible to be a charity trustee; or
 - (c) that person is certified by a registered medical practitioner as being physically or mentally incapable of discharging the duties of a member and will remain so for 3 months or more and the Corporation resolves to remove that member from office; or
 - (d) that person is unfit or unable to discharge the duties of a member or the person's conduct calls the person or the institution in to disrepute and the Corporation resolves to remove that member from office; or
 - (e) that person is absent from meetings of the Corporation or its committees for a period of six months or more, or falls below an attendance target for members set by the Corporation, without approval from the Corporation and the Corporation resolves to remove that member from office; or
 - (f) that person breaches the code of conduct applying to members of the Corporation from time to time and the Corporation resolves to remove that member from office.
- (7) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraph (6) above the member shall immediately give notice of that fact to the Clerk.

The term of office of a member

- 7.(1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- (2) Members retiring at the end of their term of office shall be eligible for reappointment for a further period of up to four years.
- (3) Paragraph (2) is subject to any standing order made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

Termination of membership

- 8.(1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) Any person who is a member of the Corporation by virtue of being a member of the staff of the institution, including the Chief Executive Officer, shall cease to hold office upon ceasing to be a member of the staff of the institution and the office shall then be vacant.
- (3) 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.
- (4) If at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Corporation may by notice in writing to that member suspend the member from office until further notice and, during that period of suspension, the member shall not be entitled to attend any meeting of the Corporation or its committees.

Members not to hold interests in matters relating to the institution

- 9.(1) A member to whom paragraph (2) applies shall:
 - (a) disclose to the Corporation the nature and extent of the interest; and
 - (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
 - (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who:
 - (a) has any financial interest in
 - (i) the supply of services or work to the institution or a subsidiary company of the Corporation, or the supply of goods for the purposes of the institution or a subsidiary company of the Corporation; or
 - (ii) any contract or proposed contract concerning the institution or a subsidiary company of the Corporation; or
 - (iii) any other matter relating to the institution or a subsidiary company of the Corporation; or

- (b) has any other interest of a type specified by the Corporation in any matter relating to the institution or a subsidiary company of the Corporation.
- (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 of the institution, or all staff in a particular class of the institution, 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 Clerk 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.
- (6) 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.

Meetings

- 10.(1) The Corporation shall meet at least three times during each calendar year, and shall hold such other meetings as may be necessary.
- (2) Subject to paragraphs (4) and (5) and to clause 11(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, 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.
- (4) A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- (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 seven calendar days.
- (6) Members may participate in any meeting irrespective of where any member is or how the members communicate with each other but so that such members shall be required to be able to hear each other.
- (7) Any decision that could be made by a meeting of the Corporation or any committee thereof shall be capable of being validly made if a resolution in writing is signed to that effect by such number of persons being at least the minimum number required to pass a resolution at a meeting and eligible to be at the relevant quorate meeting of the Corporation or committee thereof (as the case may be).
- (8) Any meeting or communication with a member of the Corporation or any committee thereof shall be capable of being made by electronic means (as defined in section 1168(3) to (6) (inclusive) Companies Act 2006).

Quorum

- 11.(1) Meetings of the Board shall be quorate if at least 40% of the membership determined under clause 2 is present, subject to governors appointed in the external category not being in the minority.
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held unless (if the number of members has dropped to below that needed to form a quorum) for the purpose of appointing additional members in order to fill vacancies to have sufficient members to constitute a quorum.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- (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.

Proceedings of meetings

- 12.(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 appoint an alternate.
- (4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (5) Except as provided by procedures made pursuant to article 14 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Chief Executive Officer, 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 of staff in negotiations with management (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (6) A Chief Executive Officer 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 Officer shall withdraw in any case where the Chief Executive Officer 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 any rules made under article 16(2) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (9) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:
 - (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - (b) if so required by a resolution of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- (10) The Clerk:
 - (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).
- (11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or of a committee of the Corporation under paragraph (10), the Corporation or committee shall appoint a person from among themselves to act as Clerk during this absence.

Minutes

- 13.(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 Officer, student members or the Clerk have withdrawn from a meeting in accordance with clause 12(5), (6), (7)(b) or (8) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Access to meetings

- 14. 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 or the Clerk.

Publication of minutes and papers

- 15.(1) Subject to paragraph (2), the Corporation shall ensure that a copy of:
 - (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the signed minutes of every such meeting; and

- (d) any report, document or other paper considered at any such meeting, shall 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 or any subsidiary company of the Corporation;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Clerk; or
 - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the 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 review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Copies of the Instrument of Government

16. A copy of this Instrument shall be placed on the College's website and 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 of the institution.

Change of name of the Corporation

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

Indemnity

18. The members shall be entitled to be indemnified out of the assets of the Corporation against any liability properly incurred by that member for acting as member subject to any limitations imposed by law from time to time.

Notices

19. Any notice given by post shall be made by first class pre-paid post and shall be deemed to be delivered on the business day following its posting. Notices served by hand or by electronic means shall be deemed to be delivered on the business day of delivery or if not a business day then the next business day.

Application of the seal

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

ARTICLES OF GOVERNMENT

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Interpretation of the terms used

1. In these Articles of Government:
 - (a) any reference to “the Chief Executive Officer” shall include a person acting as Chief Executive Officer;
 - (b) “these Articles” means these Articles of Government;
 - (c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair(s) of the Corporation appointed under clause 4 of the Instrument of Government;
 - (d) “the Clerk” has the same meaning as in the Instrument of Government;
 - (e) “the Corporation” has the same meaning as in the Instrument of Government;
 - (f) “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;
 - (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 Business, Innovation and Skills (or any successor thereto responsible for further education);
 - (i) “senior post” means the posts of Chief Executive Officer and Clerk and any other posts designated by the Corporation as senior posts;
 - (j) “the staff” means all the staff who have a contract of employment with the institution;
 - (k) “the students’ association” has the same meaning as in the Instrument of Government.

Conduct of the institution

2. The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any standing orders made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, the Chief Executive Officer and the Clerk

- 3.(1) The Corporation shall be responsible for the following functions:
 - (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (b) publishing arrangements for obtaining the views of staff and students of the institution 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 Chief Executive Officer, the holders of other 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;

- (g) setting a framework for the pay and conditions of service of all other staff; and
 - (h) reviewing the appetite for risk of the institution including reviewing and approving the risk register of the institution from time to time.
- (2) Subject to the responsibilities of the Corporation, the Chief Executive Officer shall be the chief executive of the institution, and shall be responsible for the following functions:
- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
 - (b) the determination of the institution's academic and other activities including all curriculum matters;
 - (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;
 - (f) representing the interests of the institution externally; and
 - (g) 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 Clerk shall be responsible for the following functions:
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

- 4.(1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Chief Executive Officer or Clerk or those specified in article 9 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 Officer.
- (2) Without prejudice to article 4(1)(b) both the Chair and in the Chair's absence a Vice-Chair shall, on terms specified in standing orders from time to time, be empowered to act for the Corporation between meetings of the Corporation where action is required to be taken between such meetings.
- (3) 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.
- (4) 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(4) governing such arrangements.

- (5) Subject to article 9(2), any committee established by the Corporation may include persons who are not members of the Corporation.

The governance & search committee

- 5.(1) The Corporation shall establish a committee, to be known as the "governance & search committee", to advise on:
- (a) the appointment of members (other than as a staff or student member); and
 - (b) such other matters relating to membership, appointments and governance as the Corporation may ask it to.
- (2) The Corporation shall not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the committee.
- (3) The Corporation may make rules specifying the way in which the committee is to be conducted.

The audit committee

- 6.(1) The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- (2) The audit committee shall consist of such persons and operate in such way as is approved by the Corporation from time to time subject to compliance with any criteria imposed on the Corporation by any funding agency (or any successor body) from time to time.

Remuneration committee

- 7.(1) The Corporation shall establish a committee, to be known as the "remuneration committee", to advise on the remuneration of the Chief Executive Officer, the holders of other senior posts and Clerk.
- (2) The Corporation may make rules specifying the way in which the committee is to be conducted.

Access to committees by non-members and publication of minutes

8. The Corporation shall be entitled to decide from time to time its policies regarding:
- (a) attendance at committee meetings by persons who are not committee members; and
 - (b) the publication of minutes of committee meetings.

Delegable and non-delegable functions

- 9 (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 Officer;
 - (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of the Instrument of Government or these Articles.
- (2) The Corporation may not delegate:

- (a) the consideration of the case for dismissal; or
- (b) the power to determine an appeal in connection with the dismissal

of the Chief Executive Officer or the Clerk, other than to a committee of members of the Corporation.

10. The Corporation shall make rules specifying the way in which a committee having functions under article 9(2) shall be established and conducted.

Appointment and promotion of staff

- 11.(1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:

- (a) seek to appoint an appropriate person using such methodology as it sees fit; and
- (b) appoint a selection panel consisting of such persons as it might approve from time to time.

- (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.

12. 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 Officer 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 Officer or such other senior post holder during the period of the vacancy or temporary absence.

13. The Chief Executive Officer shall have responsibility for selecting for appointment all members of staff other than –

- (a) senior post holders; and
- (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Grievance, suspension and disciplinary procedures

- 14.(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 holders

and such procedures shall be subject to the provisions of articles 3(1)(f), 3(2)(e), 9(d), 9(e), 9(2) and 15.

- (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.

Suspension and dismissal of the Clerk

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

Students

- 16.(1) The students shall be entitled to form a students' association in accordance with a constitution approved by the students.
- (2) After consultation with representatives of any students' association formed under article 17(1), 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).

Financial matters

- 17. 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 any funding agency or any successor or other body.

Internal audit

- 18.(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 20.

Accounts and audit of accounts

- 19.(1) The Corporation shall:
 - (a) keep proper accounts and proper records in relation to the accounts; and
 - (b) prepare a statement of accounts for each financial year of the Corporation.
- (2) The statement shall 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. The statement shall also comply with any requirements or directions of any funding agency funding the institution from time to time.
- (3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

- (4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 19.
- (5) The "financial year" means the first financial year and, except as provided for in paragraph (7), each successive period of twelve months.
- (6) The "first financial year" means the period from the date the Corporation was established up to the first 31st July following that date.
- (7) If the Corporation is dissolved:
 - (a) the last financial year shall end on the date of dissolution; and
 - (b) the Corporation may decide that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Standing orders

- 20. The Corporation shall have the power to make standing orders relating to the government and conduct of the institution and these standing orders shall be subject to the provisions of the Instrument of Government and these Articles. The Standing Orders shall also be placed on the College's website.

Copies of Articles of Government and standing orders

- 21. A copy of these Articles shall be shall be placed on the College's website and 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 at the institution.

Modification or replacement of the Instrument and Articles of Government

- 22.(1) Subject to paragraphs (2) and (3), the Corporation may by resolution of the members modify or replace its Instrument and Articles of Government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- (2) The Corporation shall not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.
- (3) No resolution may be made under paragraph (1) at a meeting of the Corporation unless consideration of the replacement or amendment of the Instrument & Articles of Government is a specific item of business on the agenda for that meeting and the resolution to approve the replacement or amendment is supported by a majority of governors holding office on the date of the meeting.

Dissolution of the Corporation

- 23. Subject to complying with any legal requirements from time to time in force the Corporation may by a resolution of its members dissolve itself and provide for the transfer of its property, rights and liabilities.