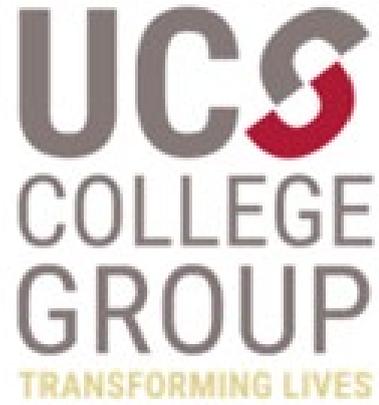


# **INSTRUMENT AND ARTICLES OF GOVERNMENT**



# **INSTRUMENT OF GOVERNMENT**

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## 1. INTERPRETATION

The Instrument of Government provides the constitution for the Corporation of UCS College Group. In the Instrument of Government:

any reference to **'the Group CEO'** includes a person acting in this capacity.

- **'the Governance Professional'** means the Governance Professional or Clerk to the Group Board and includes anyone serving in that role even though they may have a different title, for instance Director of Governance or similar;
- **'the Corporation'** means the corporation of University College Somerset (UCS) College Group to which this Instrument applies;
- The **'Group Board'** means the Governing Body of the Corporation
- **'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;
- **'this Instrument'** means this Instrument of Government;
- **'meeting'** includes a meeting at which one or more of the members attending participates online, and this gives online members entitlement to vote and be counted in a quorum accordingly. The location of such a meeting will be recorded as the place where the largest group of participants is assembled, or where the Chair of the meeting is, or will be recorded as 'online' if all participants are accessing the meeting online.
- **'necessary skills'** means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- **'parent member'**, **'staff member'** and **'student member'** have the meanings given to them in **section 2**;
- **'the previous Instrument of Government'** means the Instrument of Government relating to the Corporation which had effect immediately before 1<sup>st</sup> August 2025.
- **'the Secretary of State'** means the Secretary of State for Education.
- **'staff matters'** means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.
- **'the students' union'** means any association of students formed to further the educational purposes of the institution and the interests of students, as students.
- a **'variable category'** means any category of members whose numbers may vary according to **sections 2 and 3**.

## 2. COMPOSITION OF THE GROUP BOARD

The Group Board shall consist of:

- 2.1. Up to 15 members, who are external to, not employed by, and not studying at the organisation, and who have the necessary skills to ensure that the Group Board carries out its functions under article 3 of the Articles of Government. The Group Board may vary the numbers of external members of the Corporation between 8 and 15 under these Instrument and Articles. Variation outside this range would require further revisions to the Instrument and Articles agreed by the Group Board.
- 2.2. The Group CEO of the institution, unless the Group CEO chooses not to be a member;
- 2.3. Members of the institution's staff, one per college, who are employed by the institution and are nominated and elected by staff whose principal place of work / college is the

same as the nominated member of staff. Among staff governors at least one should be a member of the academic staff and one should be a member of non-academic staff.

- 2.4. At least one FE and one HE student at the institution who have been nominated and elected by their fellow students, or if the Group Board so decides, by a recognised association representing such students ('student members'). A student member who is not for the time being enrolled as a student at the institution, will be treated as a student during any period of authorised absence from the Institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.

### **3. APPOINTMENT OF THE MEMBERS OF THE GROUP BOARD**

- 3.1. The Group Board is the appointing authority in relation to the appointment of its members. If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- 3.2. The appointing authority may decline to appoint a person as a staff or student member if:
  - 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
  - the appointment of the person would contravene any rule or byelaw made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or byelaws make the same provision for each category of members appointed by the appointing authority; or
  - the person is ineligible to be a member of the Group Board because of
  - section 7.
- 3.3. 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.

### **4. APPOINTMENT OF THE CHAIR AND VICE-CHAIR**

- 4.1. The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Governance Professional.
- 4.2. The members of the Group Board shall appoint a Chair and a Vice-Chair from among themselves. The Governance Professional will inform all governors of the vacancy and seek expressions of interest in the vacant role from the Corporation. If there is more than one candidate the Governance Professional will organise a ballot among members of the Group Board and ensure other members, with the exception of the Chair, have the opportunity to cast their vote. In the event of a tie the Chair shall give a casting vote.
- 4.3. Neither the Group CEO nor any staff or student member is eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 4.4. If both the Chair and the Vice-Chair are absent from any meeting of the Group Board, the members present will choose someone from among themselves to act as Chair for that meeting.
- 4.5. If the Group Board is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, or where the Group Board considers it in the best interests of the Group Board that the Chair or Vice Chair stands down, it may give written notice, removing the Chair or Vice Chair from office and the office will then be vacant.

## **5. APPOINTMENT OF THE GOVERNANCE PROFESSIONAL / CLERK TO THE CORPORATION**

- 5.1. The Group Board shall appoint a person to serve as its Governance Professional, but the Group CEO may not be appointed in this role. In the temporary absence of the Governance Professional, the Group Board will appoint a person to serve temporarily in this role, but this must not be the Group CEO. Any reference in this Instrument to the Governance Professional/Clerk includes a temporary role holder appointed under 5.2.
- 5.2. Subject to section 13, the Governance Professional / Clerk is entitled to attend all meetings of the Group Board and any of its committees.
- 5.3. The Governance Professional / Clerk may also be a member of staff at the institution.

## **6. 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.
- 6.2. The Governance Professional / Clerk may not be a member.
- 6.3. A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Group CEO. This does not apply to a student who is employed by the Group Board in connection with the student's role as an officer of a students' union.
- 6.4. Subject to 7.6 and 7.7, a person is 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.
- 6.5. 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 restriction undertaking, that disqualification will no longer apply:
  - when that person is discharged from bankruptcy, unless the bankruptcy order has before then been annulled; or
  - if the bankruptcy order is annulled, at the date of that annulment; or
  - if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
  - if the Interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
  - if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- 6.6. Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification ceases on the date on which the payment is completed and in any other case it will cease three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- 6.7. Subject to 6.6, a person shall be disqualified from holding, or from continuing to hold, office as a member if:
  - 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

- within the previous 20 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
- that person has at any time been convicted and has received a sentence of imprisonment, whether suspended or not, of more than five years.

6.8. For the purpose of this regulation, 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, shall be disregarded.

6.9. Upon a member of the Group Board becoming disqualified from continuing to hold office under 7.5 or 7.8, the member shall immediately give notice of that fact to the Governance Professional.

## **7. THE TERM OF OFFICE OF A MEMBER**

7.1. A member of the Group Board holds office in accordance with the terms of the appointment, but the initial length of the term of office is four years. Any new member joining from a predecessor organization shall carry over their previous term of office.

7.2. Members reaching the end of their term of office shall be eligible for reappointment for one further four-year term, and section 4 applies to the reappointment of a member as it does to the appointment of a member.

7.3. The Group Board should approve any extension to terms of office. The Search Committee may in exceptional circumstances, such as when a member, including those in the roles of Chair, Vice Chair or Chair of a committee, has hard to replace expertise of value to the College, recommend a further extension of a short duration beyond the usual two four-year terms, subject to Full Board approval.

7.4. Staff members may serve a single four-year term, and student members for the duration of their studies.

## **8. TERMINATION OF MEMBERSHIP**

8.1. A member may resign from office at any time by giving notice in writing to the Governance Professional.

8.2. If at any time the Group Board is satisfied that any member:

- is unfit or unable to discharge the functions of a member or that it is not in the best interests of the Group Board for the member to continue to hold office; or
- has been absent from meetings of the Group Board for a period longer than six consecutive months without the permission of the Group Board,

the Group Board may give notice in writing to that member removing the member from office and the office is then vacant.

8.3. Any person who is a member of the Group Board because they are a member of staff at the institution, including the Group CEO, will cease to hold office when they leave employment with the organisation and the office shall then be vacant.

8.4. A student member ceases to hold office:

- 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 Group Board may decide;

- or if excluded from the College, and the office shall then be vacant.

8.5. If at any time the Group Board is satisfied that it is not in the best interests of the Group Board 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 Group Board 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 Group Board or its committees. Further information about governor performance, capability and suitability can be found in the Governor Code of Conduct.

## **9. INTERESTS IN MATTERS RELATING TO THE INSTITUTION**

9.1. This section refers to members who have any financial interest in the supply of work to the institution; or the supply of goods for the purposes of the institution; or any contract or proposed contract concerning the institution; or any other interest of a type specified by the Corporation in any matter relating to the organisation.

9.2. A member to whom 8.1 applies shall disclose to the Group Board the nature and extent of the interest; and

- if present at a meeting of the Group Board, or of any of its committees, at which such supply, contract or other matter as mentioned in 8.1 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
- withdraw, if present at a meeting of the Group Board, or any of its committees, at which such supply, contract or other matter as is mentioned in 8.1 is to be considered, where required to do so by a majority of the members of the Group Board or committee present at the meeting.
- This clause does not prevent the members considering and voting upon proposals for the Group Board to insure them against liabilities incurred by them arising out of their office or the Group Board obtaining such insurance and paying the premium.
- Where the matter under consideration by the Group 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 need not disclose a financial interest; 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 Group Board as a whole and does not seek to represent the interests of any other person or body, but
- 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.

9.3. The Governance Professional will 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.

## **10. MEETINGS**

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

10.2. All meetings will be called by the Governance Professional, who will send written notice of the meeting and a copy of the proposed agenda to members of the

Group Board at least seven calendar days in advance.

- 10.3. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional, the Chair shall, at least 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.
- 10.4. A meeting of the Group Board, called a 'special meeting', may be called at any time by 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 special meeting, and a copy of the proposed agenda may be given within less than seven calendar days.
- 10.5. 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.

## **11. QUORUM**

- 11.1. Meetings of the Group Board shall be quorate if the number of members present is at least 50% of the total number of members, determined according to.
- 11.2. If the number of members present for a meeting of the Group Board is not quorate, the meeting shall either: not be held, or the Governance Professional will make it clear that 'information only' items on the agenda may be discussed provided that no decisions subject to a vote are taken, and no policies, projects or programmes are authorised.
- 11.3. If a meeting cannot be held, or conducted in full for lack of a quorum, the Chair may call a special or replacement meeting as soon as it is convenient.

## **12. PROCEEDINGS OF MEETINGS**

- 12.1. Every question to be decided at a meeting of the Group Board will be decided by a majority of the votes cast by members present and entitled to vote on the question. The Chair of the meeting has a second or casting vote if there is an equal division of votes on a question to be decided.
- 12.2. A member may not vote by proxy or by way of postal vote.
- 12.3. No resolution of the members may be rescinded or changed at a subsequent meeting unless the specific item of business the resolution concerned is on the agenda for further discussion at that meeting.
- 12.4. A member of the Group Board who is also a member of staff at the institution, including the Group Board, shall withdraw:
  - from that part of any meeting of the Group Board, or any of its committees, at which staff matters relating specifically to that member of the staff, rather than to all staff or all members of staff in a particular group, are to be considered;
  - from that part of any meeting of the Group Board, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered.
  - from that part of any meeting of the Group Board, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class. where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
  - if so required by a resolution of the other members present, from that part of any meeting of the Group Board or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

12.5. A Group CEO who has chosen not to be a member of the Group Board shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Group Board and any of its committees, except that he or she shall withdraw in any case where he or she would be required to withdraw under 13.5.

12.6. A student member who is under the age of 18 shall not vote at a meeting of the Group Board, or any of its committees, on any question concerning any proposal:

- for the expenditure of money by the Group Board; or
- under which the Group Board, or any members of the Group Board, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

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

12.8. In any case where the Group Board, 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:

- take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- where required to do so by a majority of the members, other than student members, of the Group Board or committee present at the meeting, withdraw from the meeting.
- The Governance Professional:
  - shall withdraw from that part of any meeting of the Group Board, or any of its committees, at which the Governance Professional's remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered; and
  - where the Governance Professional is a member of staff at the institution, the Governance Professional shall withdraw in any case where a member of the Group Board is required to withdraw under 13.5.
- If the Governance Professional withdraws from a meeting, or part of a meeting, of the Corporation under 13.10, or for any other reason, the Group Board will appoint a person from among themselves to act as Clerk during this absence.

### **13. WRITTEN RESOLUTION**

13.1. A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting is effective provided that:

- The Governance Professional sends a copy of the proposed resolution to every eligible member, with a clear indication of the method of response and the date by which this should be received.
- a simple majority of the members have signified agreement to the resolution; and
- The Governance Professional is able to verify the number of responses and the proportions in favour of and against the resolution
- A resolution in writing may comprise several copies to which one or more members have signified their agreement.

13.2. A written resolution will lapse if it is not passed before the specified date.

#### **14. MINUTES**

14.1. Written minutes of every meeting of the Group Board will be taken and presented at the next suitable meeting as an agenda item. If the following meeting is a special meeting, the minutes do not have to be taken and can be taken at the next appropriate meeting.

14.2. Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be recorded as a true record in the minutes of the meeting.

14.3. Separate minutes will be taken of those parts of meetings from which staff members, the Group CEO, student members or the Clerk have withdrawn from a meeting in accordance with section 13 above, and such persons will not be entitled to see the minutes of that part of the meeting or any papers relating to it.

#### **15. PUBLIC ACCESS TO MEETINGS**

15.1. The Group 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, the Governance Professional or the Group CEO and in making its decision, it shall give consideration to clause 15(2).

#### **16. PUBLICATION OF MINUTES AND PAPERS**

16.1. Subject to paragraph 15.2, the Group Board will ensure that a copy of the agenda, agreed minutes and any report, document or other paper considered at any such meeting for every meeting of the Group Board will be made available as soon as possible during normal office hours at the institution to any person wishing to inspect them.

16.2. Items may be excluded from being available for inspection if they relate to:

- a named person employed at or proposed to be employed at the institution,
- a named student at, or candidate for admission to, the institution,
- A named governor, or potential governor of the Group Board or its Colleges,
- the Governance Professional; or
- any matter which, by reason of its nature, the Group Board is satisfied should be dealt with on a confidential basis.

16.3. The Group Board will ensure that a copy of the approved minutes of every meeting of the Group Board, under 15.1, shall be placed on the institution's website, and remain there for a minimum 12 months.

16.4. The Group Board shall review regularly all material excluded from inspection under 16.2 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.

#### **17. COPIES OF THE INSTRUMENT OF GOVERNMENT**

17.1. A copy of this Instrument shall be given free of charge to every member of the Group Board and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy and will be available for inspection at the institution upon request, during normal office hours, to every member of staff and

every student.

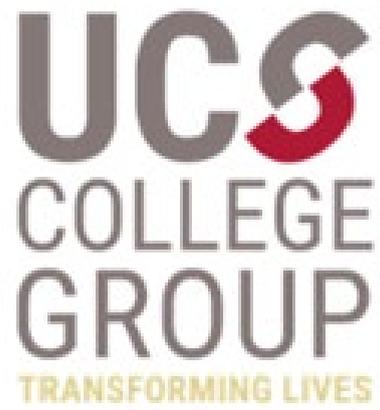
**18. CHANGE OF NAME OF THE CORPORATION**

18.1. The Group Board may change the name of the Corporation with the approval of the Secretary of State.

**19. APPLICATION OF THE SEAL**

19.1. The application of the seal of the Corporation shall be authenticated by:

- the signature of either the Chair or of some other member authorised either generally or specially by the Group Board to act for that purpose; and
- the signature of any other member.



## **ARTICLES OF GOVERNMENT**

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## INTERPRETATION

The Articles of Government describe the functions and responsibilities of the corporation of University College Somerset (UCS) College Group. In the Articles of Government:

- any reference to **'the Group CEO'** shall include a person acting as Group CEO;
- **'the Articles'** means these Articles of Government;
- **'Chair'** and **'Vice-Chair'** mean respectively the Chair and Vice-Chair of the Group Board appointed under clause 6 of the Instrument of Government;
- **'the Governance Professional'** has the same meaning as in the Instrument of Government;
- The Corporation has the same meaning as in the Instrument of Government;
- **'the Group Board'** has the same meaning as in the Instrument of Government;
- **'staff member'** and **'student member'** have the same meanings as in the Instrument of Government;
- **'the Secretary of State'** means the Secretary of State for Education;
- **'senior post'** means the post of Group CEO and such other senior posts as the Group Board may decide for the purposes of these Articles;
- **'the staff'** means all the staff who have a contract of employment with the institution;
- **'the students' union'** has the same meaning as in the Instrument of Government.

## 1. CONDUCT OF THE INSTITUTION

- 1.1. The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.
- 1.2. The College and the Group Board adopts the Association of Colleges / Governor's Council 'Code of Good Governance for English Colleges' and will review this adoption at each occasion of significant updating of that document.

## 2. RESPONSIBILITIES OF THE GROUP BOARD, THE GROUP CEO AND THE GOVERNANCE PROFESSIONAL

- 2.1. In line with the Code of Good Governance referred to above, the responsibilities of the Group Board shall be to:
  - Formulate and agree the ethos, mission and strategy of the Group
  - Be collectively accountable for the business of the Group
  - Ensure there are effective underpinning policies and systems which facilitate the student voice
  - Foster exceptional teaching, learning and assessment
  - Ensure that the Group is responsive to workforce trends by engaging with employers and other stakeholders and undertaking regular reviews of how well the Group meets local employment needs
  - Adopt financial strategy and funding plans which ensure the sustainability, and growth of the Group, and be accountable for the solvency of the organisation.
  - Ensure that effective control and due diligence take place in relation to all matters including acquisitions, subcontracting and partnership activity
  - Meet and aim to exceed statutory responsibilities for equality, diversity and inclusion and be accountable for the safeguarding of students at the Group.

- Ensure there are organised and clear governance and management structures and well understood delegations
  - Regularly review governance performance and effectiveness
- 2.2. Subject to the responsibilities of the Group Board, the Group CEO is the Chief Executive of the institution, should understand and respect the role of the Group Board, and is responsible for the following functions:
- Ensuring that Board decisions are implemented through the Group's senior team and management structure
  - Taking advice from the Senior Team and Governance Professional as appropriate, advising the Group Board as required
  - Undertaking the role of the accounting officer for the organisation
  - Ensuring, with the Governance Professional, that board members have opportunities to see at first hand the work of the Group and receive regular reports from the learner voice.
- 2.3. The Group Board will appoint a person to act as Governance Professional / Clerk to the organisation. While the role may be undertaken by an existing member of staff in the Group, the role should be entirely responsible to the Group Board, with a direct reporting line to the Chair, when carrying out governance responsibilities. The Group Board should ensure that appropriate time, support and training and development are provided to enable the role holder to undertake the role effectively.
- 2.4. The role holder must inform the Group Board if s/he believes any proposed action would exceed its powers or involved regularity risk, or if there is a potential conflict of interest where the role holder is also a member of staff.

### **3. THE ESTABLISHMENT OF COMMITTEES AND DELEGATION OF FUNCTIONS GENERALLY**

- 3.1. The Group Board may establish committees for any purpose or function, including, for example, to achieve stronger community links at particular campuses, other than those assigned in these Articles to the Group CEO or Governance Professional and may delegate powers to such committees, but should ensure collective decision making of the whole Group Board for, as a minimum:
- Ethos, vision, mission and strategy
  - Review and approval of annual revenue and capital budgets, cash and audited financial statements
  - The appointment (and if required, dismissal) of the Group CEO, Senior Post Holders and the Governance Professional
  - The determination of an appeal related to the dismissal of these roles
  - Updates and changes to these Instruments and Articles of Government
- 3.2. The number of members of a committee shall be specified in Terms of Reference. If the Chair is absent one of the other governors will chair. Quoracy in the committees is at least 50% of the membership.
- 3.3. Quoracy for Full Board is 50% of current external governor membership
- 3.4. The Group Board may also establish committees under collaboration arrangements

made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

- 3.5. Any committee established by the Group Board may include persons who are not members of the Group Board.
- 3.6. The Group Board will establish Terms of Reference for any committee it establishes.

#### **4. THE SEARCH COMMITTEE**

4.1. The Corporation shall establish a Search Committee to advise on:

- the recruitment and appointment of members (other than as a staff or student member)
- matters relating to the Chairing and membership of Committees
- Extending the diversity of the Board while ensuring the necessary balance of skills and experience

4.2. The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the search committee. In turn Full Board will ratify all appointments, which should not be confirmed by the Search Committee only.

4.3. The Corporation will create and follow a Succession Planning Statement to ensure that the Corporation maintains an appropriate balance of skills and experience and ensures progressive refreshing of key roles.

#### **5. THE AUDIT COMMITTEE**

5.1. The Corporation will establish an audit committee to advise on matters relating to the Group Board's audit arrangements and systems of internal control.

5.2. Audit Committee will usually include staff from the College's current internal and external auditors as being in attendance and will operate in accordance with any requirements of Funding Agencies or the Department for Education.

#### **6. ACCESS TO COMMITTEES BY NON-MEMBERS AND PUBLICATION OF MINUTES**

6.1. The Group Board will ensure that a written statement of its policy regarding attendance at committee meetings by persons who are not committee members, and 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.

6.2. The Group Board may on occasion decide that material discussed at meetings of the Group Board, and / or reflected in minutes, should remain confidential and should not be published. The Group Board will review regularly all material excluded from inspection and will 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.

#### **7. APPOINTMENT AND PROMOTION OF STAFF**

7.1. Where there is a vacancy or expected vacancy in a senior post, the Group Board will normally advertise the vacancy nationally, and will always do so in the case of the recruitment of Group CEO.

7.2. The Group Board reserves the right to advertise, and / or recruit internally, for other senior posts were deemed appropriate by the Group Board, for example where the Group Board feels that national advertising would be unnecessary and wasteful because of the strength of internal applicants and the relevance of their current roles.

7.3. In all cases the Group Board will appoint a selection panel consisting of:

- at least five members of the Group Board including the Chair or the Vice-Chair or both, where the vacancy is for the post of Group CEO: or
- the Group CEO and at least two other members of the Group Board where the vacancy is for any other Senior Post.

7.4. The members of the selection panel will:

- decide on the arrangements for selecting the applicants for interview;
- interview the applicants; and
- where they consider it appropriate to do so, recommend to the Group Board for appointment one of the applicants they have interviewed.

If the Group Board approves the recommendation of the selection panel, that person can be appointed.

7.5. If the members of the selection panel are unable to agree on a person to recommend to the Group Board, or if the Group Board does not approve their recommendation, the Group Board 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 (4) with or without first re-advertising the vacancy.

7.6. 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 Group CEO or in the place of any other senior post holder; and
- if so required, shall have all the duties and responsibilities of the Group CEO or such other senior post holder during the period of the vacancy or temporary absence.

7.7. The Group CEO shall have responsibility for selecting for appointment all members of staff other than senior post holders.

## **8. RULES RELATING TO THE CONDUCT OF STAFF**

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

## **9. ACADEMIC FREEDOM**

In making rules under article 14, the Group Board 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.

## **10. GRIEVANCE, SUSPENSION AND DISCIPLINARY PROCEDURES**

10.1. The Group Board will ensure that the Group, after consultation with staff, has in place rules setting out grievance procedures, and procedures for the suspension and dismissal of, all staff. Any rules made will include provision that where a person has been suspended without pay, any appeal against such suspension will be heard in a timely manner. It may be appropriate to dismiss a person, a preliminary investigation will be conducted to examine and determine the case for dismissal.

- 10.2. The Group Board will also ensure that disciplinary and dismissal procedures are in place for senior post-holders.

## **11. SUSPENSION AND DISMISSAL OF THE GOVERNANCE PROFESSIONAL**

- 11.1. Where the Governance Professional is also a member of staff at the institution, the Governance Professional is to be treated as a senior post holder in the case of suspension or dismissal from the role.
- 11.2. While suspension or dismissal from a staff role and a governance professional role are distinct and different processes, suspension or dismissal in either role is likely to lead to consideration of suitability for the other role.

## **12. STUDENTS**

- 12.1. Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Group Board and no amendment to, or withdrawal of that constitution, in part or in whole, shall be valid unless approved by the Group Board.
- 12.2. After consultation with representatives of the students, the Group Board 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).

## **13. FINANCIAL MATTERS**

The Group Board will 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 a Funding Agency or the Department for Education. The Group Board may choose to delegate this responsibility to one of its committees.

## **14. CO-OPERATION WITH THE DEPARTMENT FOR EDUCATION AUDITOR**

The Group Board will co-operate with any person who has been authorised by the Department for Education to audit any returns of numbers of students or claims for financial assistance and will give any such person access to any documents or records held by the Group Board.

## **15. INTERNAL AUDIT**

- 15.1. The Group Board will, at appropriate times, 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 Group Board's resources.
- 15.2. The Group Board will arrange for the examination and evaluation mentioned in paragraph 1 to be carried out on its behalf by internal auditors.

## **16. ACCOUNTS AND AUDIT OF ACCOUNTS**

- 16.1. The Group Board will keep proper accounts and proper records in relation to the accounts; and prepare a statement of accounts for each financial year of the Group Board. The statement will give a true and fair account of the state of the Group Board's affairs at the end of the financial year and of its income and expenditure in the financial year
- 16.2. The statement will comply with any directions given by the Department for Education about 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.
- 16.3. The accounts and the statement of accounts will be audited by external auditors appointed by the Group Board in respect of each financial year. Auditors will be appointed, and audit work conducted in accordance with any requirements of the

Department for Education.

16.4. The '**financial year**' means the first financial year and, each successive period of twelve months.

16.5. If the Group Board is dissolved:

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

## **17. RULES AND BYELAWS**

The Group Board 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.

## **18. 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 Group Board and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

## **19. MODIFICATION OR REPLACEMENT OF THE INSTRUMENT AND ARTICLES OF GOVERNMENT**

19.1. Subject to paragraph 2, the Group Board may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Group Board's view, are likely to be affected by the proposed changes.

19.2. The Group Board shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

## **20. DISSOLUTION OF THE CORPORATION**

20.1. The Group Board as the Governing Body of the Corporation may by resolution dissolve the Corporation and provide for the transfer of its property, rights and liabilities.

20.2. The Group Board 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.