Bradford College

INSTRUMENT AND ARTICLES OF GOVERNMENT

INSTRUMENT OF GOVERNMENT

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1. Interpretation of the terms and expressions used

In this Instrument of Government:

(a) any reference to “the Chief Executive” shall include a person acting as Chief Executive;
(b) “the Governance Director ” means the Governance Director to the Corporation;
(c) “the Corporation” means the further education corporation established under the name of “Bradford College”;
(d) “the institution” means Bradford College 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) “the DfE ” means the Department for Education ;
(g) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of teleconferencing or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
(h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
(i) “Staff Governor” and “Student Governor" have the meanings given to them in clause 2;
(j) “the Secretary of State” means the Secretary of State for Education or that Department which has the regulatory oversight of Further Education corporations;
(k) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
(l) “the Students’ Union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students; (m) a “variable category” means any category of members whose numbers may vary according to clause 2;
(n) “written resolution” means a resolution in writing, signed by a majority of members entitled to receive notice of a meeting of the Board or of a committee constituted pursuant to Article 4 which may consist of several documents in the like form each signed in hard copy or electronic form by one or more members of the Board or the committee (as the case may be);
(o) “written notice” includes a notice made available in hard copy form, electronic form or by means of a website;
(p) “committees” means any meeting of any group or subset of members of the Corporation established to consider the business of the Corporation including local boards and task & finish groups.

2. Composition of the Corporation

2.1. The Corporation shall have between ten and twenty one[1] members.

[1] By written resolution of the Corporation on 24 June 2024 it was approved to increase this to 21.

[2] By written resolution of the Corporation on 24 June 2024 it was approved to increase this to 16.

2.2. The membership of the Corporation will consist of:

(a) up to sixteen [2] independent members (Independent Governors) who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions and responsibilities;
(b) if the Chief Executive chooses to be a member, the Chief Executive (in which case he or she shall be known as an "Executive Governor");
(c) at least one and not more than two persons who are members of the College staff ("Staff Governors") who have been selected by a method determined by the Corporation in accordance with any rules or byelaws made under Article 17; and
(d) at least one and not more than two persons who are students at the College ("Student Governors") who have been selected by a method determined by the Corporation in accordance with any rules or byelaws made under Article 17.

2.3. A person who is not for the time being enrolled as a student at the College shall nevertheless be treated as a student during any period of authorised absence from the College for study, travel or for carrying out the duties of any office held by that person in the Students' Union.

2.4. The Corporation, as the appointing authority, will decide whether a person is eligible for nomination, election and appointment as a governor.

2.5. Subject to clause 2.7 and any statutory limit from time to time in force, the number of governors, and the number of members of each variable category shall be determined by the Corporation in the most recent determination made under the previous Instrument of Government.

2.6. The Corporation may at any time vary the determination referred to in clause 2.5 and any subsequent determination under this clause provided that:

(a) the number of governors shall not be less than ten nor more than twenty one[1]; and
(b) the number of each variable category shall be subject to the limit which applies in that variable category under clause 2.2.

2.7. No determination under this clause shall terminate the appointment of any person who is already a governor at the time when the determination is made.

3. Appointment of Governors

3.1. Subject to clause 3.3 the Corporation is the appointing authority in relation to the appointment of its governors.

[1] By written resolution of the Corporation on 24 June 2024 it was approved to increase this to 21.

3.2. If the number of governors falls below ten, the continuing governors or a sole continuing governor may act only for the purpose of filling vacancies.

3.3. Only where there are no remaining governors, the Secretary of State shall be the appointing authority for the purpose of restoring the Corporation to ten members.

3.4. A governor, or a co-opted committee member, will hold office for a term determined by the Corporation or Committee on appointment, which shall not in any case exceed four years.

3.5. Governors, and co-opted committee members, retiring at the end of their term of office will be eligible for reappointment, subject to any rule or bye-law made by the Corporation under Article 17 concerning the number of terms of office a person may serve.

3.6. The appointing authority may decline to appoint a person as a Staff or Student Governor if:

(a) the person is ineligible to be a governor;
(b) 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
(c) the appointment of the person would contravene any rule or bye-law made under Article 17 concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of governor appointed by the appointing authority; or
(d) it is satisfied on reasonable grounds that the person is unfit or unable to discharge the functions of a governor; or
(e) it is satisfied on reasonable grounds that it is in the best interest of the Corporation, the College's students or potential students or staff to decline to appoint the person; or
(f) the Corporation is satisfied on reasonable grounds that it is necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties.

For the avoidance of doubt, in exceptional circumstances (for example where all governors in that class simultaneously resign their appointments), the Corporation may act notwithstanding any temporary vacancy in the office of student, staff or Executive governor.

4. Appointment of the Chair and Vice-Chair

4.1. The Corporation shall appoint a Chair and a Vice-Chair from among its membership.

4.2. No Executive Governor nor any Staff or Student Governor shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

4.3. If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the governors present shall choose someone from among themselves to act as Chair for that meeting.

4.4. The Chair and Vice-Chair shall hold office for such period as the Corporation decides.

4.5. The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Governance Director.

4.6. If the Corporation is satisfied on reasonable grounds that the Chair or Vice-Chair is unfit or unable to carry out the functions of office; or that it is in the best interest of the Corporation, the College's students or potential students or Staff that the Chair/Vice-Chair stand down it may give written notice, removing the Chair or Vice-Chair from office and the office will then be vacant.

4.7. At the last meeting before the end of the term of office of the Chair or Vice-Chair, or at the earliest possible opportunity following the Chair or Vice-Chair's resignation or removal from office, the Corporation shall appoint a replacement from among its membership.

4.8. At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

4.9. Clause 4.8 is subject to any rule or bye-law made by the Corporation under Article 17 concerning the number of terms of office a person may serve.

5. Appointment of the Governance Director to the Corporation

5.1. The Corporation shall appoint a person to serve as its Governance Director, but an Executive Governor may not be appointed as Governance Director.

5.2. In the temporary absence of the Governance Director, the Corporation shall appoint a person to serve as a temporary Governance Director, but an Executive Governor may not be appointed as temporary Governance Director.

5.3. Any reference in this Instrument or in the Articles to the Governance Director shall include a temporary Governance Director appointed under clause 5.2.

5.4. Subject to clause 12, the Governance Director shall be entitled to attend all meetings of the Corporation and any of its committees.

5.5. The Governance Director may also be a member of Staff.

6. Persons who are ineligible to be governors

6.1. No one under the age of 18 years may be a governor, except as a Student Governor. A Student Governor must have attained the age of 16 years.

6.2. The Governance Director may not be a governor.

6.3. A person who is a member of Staff may not be, or continue as, a governor, except as a Staff Governor or an Executive Governor.

6.4. Clause 6.3 does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a Students' Union.

6.5. A person who is ineligible to serve as a Charity Trustee for any reason shall be ineligible to be a governor.

6.6. Where and for as long as the Corporation reasonably considers that there are genuine safeguarding concerns, a person shall be ineligible to be a governor.

7. The term of office of a governor

7.1. An Independent Governor 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.

7.2. Independent Governors retiring at the end of their term of office shall be eligible for reappointment, and clause 3 shall apply to the reappointment of an Independent Governor as it does to the appointment of an Independent Governor.

7.3. Cause 7.2 is subject to any rule or bye-law made by the Corporation under Article 17 concerning the number of terms of office which a person may serve.

8. Termination of Governor Appointments

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

8.2. A member of Corporation who becomes ineligible to be a governor shall cease to be a governor with immediate effect and shall immediately give notice of that fact to the Governance Director. Should the individual subsequently become eligible again, he or she shall be eligible for reappointment.

8.3. If at any time:

(a) the Corporation considers on reasonable grounds that any governor is unfit or unable to discharge the functions of a governor;

(b) the Corporation considers on reasonable grounds that it is in the best interest of the Corporation, the College's students or potential students or Staff that any governor stand down; or
(c) the Corporation considers on reasonable grounds that it is necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties

(d) the Corporation may by notice in writing either by hard copy or in electronic form to that governor remove or suspend the governor from office.

8.4. The appointment of any Staff Governor, including any Executive Governor, shall automatically terminate upon their ceasing to be a member of Staff.

8.5. The appointment of any Student Governor shall automatically terminate:

(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 College.

8.6. Any Student Governor who is suspended from his or her course of study or who leaves his or her course of study for any reason shall immediately give notice of that fact to the Governance Director.

8.7. Any person who is a governor by virtue of being a member of Staff, including any Executive Governor, who is suspended from his or her employment shall immediately give notice of that fact to the Governance Director.

9. Governors not to hold interests in matters relating to the College

9.1. A governor to whom clause 9.2 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 clause 9.2 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 governor 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 clause 9.2 is to be considered, where required to do so by a majority of the governors or committee members present at the meeting.

9.2. This clause 9.2 applies to a governor who:

(a) has any financial interest in:

(i) the supply of work to the College or any subsidiary of the College, or the supply of goods for the purposes of the College or any subsidiary of the College;
(ii) any contract or proposed contract concerning the College or any subsidiary of the College; or
(iii) any other matter relating to the College or any subsidiary of the College; or

(b) has any other interest of a type specified by the Corporation in any matter relating to the College or any subsidiary of the College.

9.3. This clause 9 shall not prevent the governors 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.

9.4. Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all Staff, or all Staff in a particular class, a Staff Governor:

(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 Governor 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 requested if the matter is under negotiation with Staff and the Staff Governor is representing any of the Staff concerned in those negotiations.

9.5. The Governance Director shall maintain a register of the interests of the governors which have been disclosed and the register shall be made available during normal office hours at the College to any governor wishing to inspect it.

10. Meetings

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

10.2. Subject to clauses 10.3, 10.4 and 11.4, and any rules or bye-laws made under Article 17, all meetings shall be called by the Governance Director who shall, at least seven calendar days before the date of the meeting, send to all governors written notice of the meeting and a copy of the proposed agenda.

10.3. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Director, the Chair shall, at least seven calendar days before the date of the meeting, send to all governors (subject to clause 12) a copy of the agenda item concerned, together with any relevant papers.

10.4. An additional meeting of the Corporation or any of its committees ("a special meeting") may be called at any time by the Chair (or in the case of a committee, the chair of the committee) or at the request in writing of any five governors.

10.5. Where the Chair (or in the case of a committee, the chair of the committee), or in the Chair's absence the Vice-Chair (or in the case of a committee, the Vice-Chair of the committee), decides that there are matters requiring urgent consideration, a copy of the revised agenda and, in the case of a special meeting, the written notice convening the special meeting and a copy of the proposed agenda, may be given within less than seven calendar days.

10.6. Every governor 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 Corporation shall be quorate if:

(a) the number of governors present is at least 40% of the total number of governors entitled to receive notice of and to attend and vote at the meeting; and (b) a majority of those governors present are Independent Governors; subject always that a single governor may not constitute a quorum.

11.2. Meeting of Committees shall be quorate if the number of full members present is at least 40% of the total number entitled to receive notice of and to attend and vote at the meeting, subject always that a single individual may not constitute a quorum.

11.3. If a quorum is not present for a meeting, or if during a meeting of the Corporation there ceases to be a quorum, the Governance Director shall immediately inform the chair of the meeting.

11.4. An inquorate meeting shall normally be terminated by the chair of the meeting, although it is possible to continue discussions on an informal basis. It is then open to the chair of the meeting to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

12. 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 governors present and entitled to vote on the question.

12.2. 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.

12.3. A governor may not vote by proxy or by way of postal vote.

12.4. No resolution of the governors 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.

12.5. Except as provided by procedures made pursuant to Article 17, a governor who is a member of Staff, including an Executive Governor, 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 Staff or all 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 of Staff's reappointment or the appointment of that member of staff'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 Staff, or all 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 Staff or the class of Staff (as the case may be); and
(d) if so, required by a resolution of the other governors present, other than Staff Governors, 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 of Staff are to be considered, except those relating to the pay and conditions of all Staff or all Staff in a particular class.

12.6. If the Chief Executive has chosen not to be a governor, he or she shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that they shall withdraw in any case where they would be required to withdraw under clause 12.5.

12.7. A Student Governor shall withdraw from that part of any meeting of the Corporation or any of its committees, at which:

(a) a student's conduct, suspension or expulsion is to be considered, except as provided by rules made under Article 12.3 or Article 17 relating to appeals and representations by students in disciplinary cases; or
(b) matters concerning the Students' Union are to be discussed, the disclosure of which, in the reasonable view of the Chair, would, or would be likely to, prejudice the commercial interests of the College.

12.8. In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member of staff or prospective member of Staff, a Student Governor 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) where required to do so by a majority of the governors, other than Student Governors, of the Corporation or committee present at the meeting, withdraw from the meeting.

12.9. The Governance Director:

(a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Governance Director's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Governance Director are to be considered; and
(b) where the Governance Director is a member of Staff, the Governance Director shall withdraw in any case where a member of Staff is required to withdraw under clause 12.5.

12.10. If the Governance Director withdraws from a meeting, or part of a meeting, of the Corporation under clause 12.9 or otherwise, the Corporation shall appoint a person from among its membership to act as Governance Director during this absence.

If the Governance Director withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the committee shall appoint a person from among its membership to act as Governance Director to the committee during this absence.

13. Minutes

13.1. Written minutes of every meeting of the Corporation shall be prepared, and, subject to clause 13.2, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

13.2. Clause 13.1 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.

13.3. 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.

13.4. Separate minutes shall be taken of those parts of meetings from which Staff Governors, Executive Governors, Student Governors or the Governance Director have withdrawn from a meeting in accordance with clause 12.5, 12.6, 12.8, 12.9 or 12.10 and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

14. Written Resolutions

14.1. A resolution in writing agreed by 51% of those governors who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible governor or, in the case of a resolution to be considered by a committee, to every eligible member of that committee;
(b) the Chair or, in the case of a resolution to be considered by a committee, the committee chair, is satisfied that it is reasonable in the circumstances to make use of the written resolution procedure;
(c) no fewer than 51% of the governors have signified agreement to the resolution; and (d) it is contained in a document or documents authenticated by the Governance Director which have been received at the address specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date.

14.2. A resolution in writing may comprise several copies to which one or more governors have signified their agreement.

14.3. A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

14.4. For the purposes of this clause 14, "circulation date" is the day on which copies of the written resolution are sent or submitted to governors or, if copies are sent or submitted on different days, to the first of those days.

15. Chair's Actions

15.1. It will be necessary from time to time for the Chair, or the Vice-Chair in his/her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice-Chair may act will include:

(a) routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents;
(b) responding to approaches by external organisations; and
(c) agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

15.2. Alternatively, the Chair, or the Vice-Chair in his/her absence, may take action on matters which he/she judges are too urgent to await a meeting. Such action should only be taken in circumstances where the Chair, or the Vice-Chair in his/her absence is satisfied that delaying a decision would materially disadvantage the College and the decision is not outwith the scope of decision-making which the Corporation would reasonably expect to be undertaken by Chair's Actions.

15.3. The Corporation accepts corporate responsibility for those actions taken by the Chair or Vice-Chair outside of a meeting and within the terms of this clause 15 and any rule or byelaw made under Article 17 concerning Chair's actions.

15.4. The Governance Director must make a full record of all Chair's actions and report them to the next meeting of the Corporation. If the Governance Director has not been directly involved in a Chair's action, then the Chair (or Vice-Chair) must ensure that the Governance Director is given a full account of the Chair's action.

16. Public access to meetings

16.1. 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 governor, the Governance Director or the Chief Executive and in making its decision, it shall give consideration to clause 16.2.

16.2. Persons who are not governors will not be admitted to meetings of the Corporation or its committees unless invited to do so by the Chair of the Corporation or respective committee.

17. Publication of minutes, written resolutions and papers

17.1. Subject to clause 17.2, the Corporation shall ensure that a copy of:

(a) a print of any written resolution passed under clause 14;
(b) the agenda for every meeting of the Corporation;
(c) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
(d) the signed minutes of every such meeting; and
(e) any report, document or other paper considered at any such meeting

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

17.2. There shall be excluded from any item made available for inspection any material:

(a) relating to a named member of Staff or prospective member of Staff;
(b) relating to a named student at, or candidate for admission to, the College;
(c) relating to the Governance Director; and
(d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

17.3. The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation and its committees and a print of any written resolution passed under

clause 14 shall be placed on the College's website, and shall, remain on its website for a minimum period of 12 months.

17.4. The Corporation shall review regularly all material excluded from inspection under cause 17.2 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.

18. Copies of Instrument and Articles and Rules, Bye-Laws, Policies and Procedures

18.1. A copy of this Instrument, the Articles, and of any rules, bye-laws, policies and procedures shall be given free of charge to every governor 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 College upon request, during normal office hours, to every member of Staff and every student.

19. Change of name of the Corporation

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

20. Application of the Seal

20.1. The application of the Seal of the Corporation shall be authenticated by:

(a) the signature either of the Chair, Vice-Chair or Chief Executive; and (b) the signature of any other governor and the Governance Director shall notify the Corporation on each occasion it is applied.

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1. Interpretation of the terms and expressions used

In these Articles of Government:

(a) any reference to “the Chief Executive” shall include a person acting as Chief Executive;
(b) “the Articles” means these Articles of Government;
(c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 4 of the Instrument of Government;
(d) “the Governance Director ” 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 DfE” means the Department for Education;
(g) “Staff Governor" and “Student Governor” have the same meanings as in the Instrument of Government;
(h) “the Secretary of State” means the Secretary of State for Education or that Department which has the regulatory oversight of Further Education corporations;
(i) “senior post” means the post of Chief Executive and such other senior posts as the Corporation may decide for the purposes of these Articles;
(j) “the staff” means all the staff who have a contract of employment with the institution;
(k) “the Students’ Union” has the same meaning as in the Instrument of Government;
(l) “committee” has the same meaning as in the Instrument of Government.

2. Conduct of the Institution

2.1. The institution shall be conducted in accordance with the provisions of the Instrument, the Articles, any rules, bye-laws, policies and procedures made under the Articles; and all legislation applying to the institution and its governance.

3. Responsibilities of the Corporation, the Chief Executive and the Governance Director

3.1. The Corporation shall be responsible for:

(a) the determination and periodic review of the educational character and mission of the College and the oversight of its activities including publishing arrangements for obtaining the views of staff and students on such matters;
(b) ensuring it receives and considers information on the needs of its communities to inform its strategic direction;
(c) the approval of the College's overarching strategic direction and Strategic Plan;
(d) approving the quality strategy of the College annually
(e) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets, and achieving value for money in all transactions involving public funds;
(f) approving annual estimates of income and expenditure;
(g) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Director, including, where the Governance Director is, or is to be appointed as, a member of Staff, the Governance Director's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of Staff; and
(h) approving a framework for the pay and conditions of service of all other Staff.

3.2. Subject to these Articles, the Chief Executive:

(a) shall be responsible for making proposals to the Corporation about the educational character and mission of the institution and implementing decisions of the Corporation;
(b) shall determine the institution's academic and other activities;
(c) shall be personally responsible (which responsibility may not be delegated) for assuring the Corporation that there is compliance with all terms and conditions of funding and shall advise the Corporation in writing if at any time, in his or her opinion, any action or policy under consideration by the Corporation is incompatible with the terms and conditions of funding;
(d) may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to the College's use of public funds;
(e) shall be responsible for the preparation of annual estimates of income and expenditure for approval and monitoring by the Corporation, and the management of budget and resources within the estimates approved and monitored by the Corporation; and

(f) shall be responsible for the organisation, direction and management of the institution and leadership of Staff;
(g) shall be responsible for the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Governance Director, where the Governance Director is also a member of the staff;
(h) shall be responsible for 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, unless this responsibility has been delegated; and
(i) shall ensure that all activities are carried out in such a way as to positively promote equality of opportunity which encourages diversity and inclusion.

3.3. Subject to these Articles, the Academic Board shall be responsible for:

(a) considering the development of the Higher Education academic activities of the College and the resources needed to support them and advising the Corporation, and the Chief Executive thereon; and
(b) determining general issues relating to research, scholarly activity, and the teaching of Higher Education courses at the College, including:

i. criteria for the admission of Higher Education students;
ii. policies and procedures for assessment and examination of the academic performance of Higher Education students;
iii. the content of the Higher Education curriculum;
iv. the procedures for the award of Higher Education qualifications and honorary academic titles not including the award of Honorary Fellowship of the College; and
v. the procedures for the expulsion of Higher Education students for academic reasons, subject to the requirements of validating and accrediting bodies, where appropriate; and

(c) such other matters as the Corporation, or the Group Chief Executive, the Principal or the Provost may refer to it.

3.4. Subject to these Articles, the Governance Director shall be responsible for advising the Corporation with regard to the operation of its powers; procedural matters; the conduct of its business and matters of governance practice.

4. **Academic Board**

4.1 There shall be an Academic Board which shall be the primary forum for debate on Higher Education academic issues. It shall have a major role in academic quality assurance processes and shall be the principal advisory committee to the Corporation on Higher Education academic matters.

4.2 The Academic Board shall consist of no more than thirty members, comprising the Vice Principal Quality Teaching & Learning (who shall be its Chairperson), the and such other numbers of staff and students as may from time to time be approved by the Corporation. It shall be required to take such measures and act in such a manner as shall best promote the provision of education leading to taught degrees and safeguard the standards of any awards the College makes.

4.3. The Vice Principal Quality Teaching & Learning shall nominate a member of Staff to act as Secretary to the Academic Board. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Corporation.

4.4 The composition of the Academic Board and any changes to it shall be subject to the provisions of these Articles and subject to the approval of the Corporation. The Academic Board may make recommendations to the Corporation about the composition of the Academic Board.

4.5 The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board, in line with any relevant Corporation policy. Membership of such committees may include Staff and HE students who are not members of the Academic Board.

4.6 Subject to the provisions of these Articles and after consultation with the Corporation, the Academic Board may make such rules and standing orders as it thinks fit for the exercise of its functions.

5. The establishment of committees and delegation of functions generally

5.1. Subject to Article 7, the Corporation may establish committees for any purpose or function, other than those assigned in the Articles to the Chief Executive, the Academic Board or the Governance Director and may delegate powers to:

(a) such committees;
(b) the Chair, or in the Chair's absence, the Vice-Chair;
(c) the Chief Executive;
(d) any senior post holder;
(e) the Academic Board; or
(f) any other individual or body who it reasonably considers is appropriately skilled and accountable, provided that such delegation is consistent with the Corporation's Instrument and Articles of Government; its Standing Orders; any restrictions contained within the Financial Memorandum between the Corporation and the principal funding body; the terms and conditions of other sources of funding; and the principal funding body's Audit Code of Practice.

5.2 The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

5.3 Subject to any rules or bye-laws made under Article 17, any committee established by the Corporation other than the committees referred to in Article 6 may include co-opted committee members.

5.4 The Corporation may also establish committees under collaboration arrangements made with other further education Colleges or maintained schools (or with both), and such joint committees shall be subject to any statutory or regulatory requirements.

6. Search & Governance, and Audit Committees

6.1. The Corporation shall establish a committee, to be known as the "Search & Governance Committee" to advise on:

(a) the appointment and re-appointment of governors (other than the Executive Governor); and
(b) such other matters relating to membership and appointments as the Corporation may ask it to.

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

6.3. The Corporation may make rules specifying the way in which the Search & Governance Committee is to be conducted. A copy of these rules, together with the Search & Governance 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 College's website.

6.4. The Corporation shall review regularly all material excluded from publication under Article 6.3 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.

6.5. The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

6.6. The audit committee shall consist of at least three persons and may include members of staff at the College with the exception of those in senior posts, and shall operate in accordance with any requirements of the funding bodies.

7. Delegable and non-delegable functions

7.1. The Corporation shall not delegate the following functions:

(a) the determination of the educational character and mission of the College;
(b) the approval and monitoring of the annual estimates of income and expenditure;
(c) the responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets;
(d) the appointment of the Chief Executive or the holder of any other senior post;
(e) the appointment of the Governance Director (including, where the Governance Director is, or is to be, appointed as a member of Staff the Governance Director's appointment in the capacity of a member of staff); and
(f) the modification or revocation of these Articles.

7.2. The Corporation may not delegate:

(a) the consideration of the case for dismissal; and
(b) the power to determine an appeal in connection with the dismissal of the Chief Executive, the Governance Director or the holder of a senior post, other than to a committee of members of the Corporation.

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

7.4. Subject to Article 7.5 the Chief Executive and other senior post holders may delegate functions to any body or individual whom they reasonably consider appropriately skilled and accountable, provided that such delegation is consistent with the Corporation's Instrument and Articles of Government; its Standing Orders; any restrictions contained within the Financial Memorandum between the Corporation and the principal funding body; the terms and conditions of other sources of funding; and the principal funding body's Audit Code of Practice.

7.5. Senior post holders may not delegate any functions that have been delegated to them to be discharged personally.

8. Appointment and promotion of staff

8.1. Subject to Articles 8.5 and 8.6, where there is a vacancy or expected vacancy in a post that has been designated a 'senior post', the Corporation's Senior Post Holder and Governance Director's Appointment Committee shall act as a selection panel including:

(a) at least three members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Chief Executive; or

(b) the Chief Executive and at least two other members of the Corporation, where the vacancy is for any other senior post.

8.2. 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.

8.3. If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

8.4. 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 Article 8.2 with or without first re-advertising the vacancy.

8.5. 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, the Corporation may by resolution appoint on an interim basis any suitable person or persons, including a member of staff:

(a) to act as Chief Executive or in the place of any other senior post holder; and
(b) if so required, to discharge some or all of the duties and responsibilities of the Chief Executive or other senior post holder during the period of the vacancy or temporary absence.

8.6. The Chief Executive shall have responsibility for selecting for appointment all members of staff other than:

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

9. Rules relating to the conduct of Staff

9.1. After consultation with the Staff, the Corporation shall make or approve 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(g), 3.2, 7.2 and 11.

10. Academic Freedom

10.1. In making any rules under Article 6, the Corporation shall have due regard to the need to ensure that academic Staff at the College have the 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 College.

11. Suspension and Dismissal of the Governance Director

11.1. Where the Governance Director is also a member of Staff, where the Governance Director is suspended or dismissed from his/her employment, that suspension or dismissal shall not affect the position of the Governance Director in the separate role of Governance Director to the Corporation.

12. Students

12.1. The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation.

12.2. The Students' Union shall present audited accounts annually to the Corporation.

12.3. After consultation with representatives of the students, the Chief Executive shall make rules concerning the conduct of students, including procedures for their suspension and expulsion other than for academic reasons.

13. Financial matters

13.1. The Corporation shall approve the process 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 principal funding body.

14. Co-operation with Government Funding Agencies

14.1. The Corporation shall co-operate with any person who has been authorised by the principal funding body, or any other Government funding agency, to audit any returns of numbers of students or claims for financial assistance and shall give any such person unrestricted access to documents or records held by the Corporation, including computer records.

15. Internal audit

15.1. 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.

15.2. The Corporation may arrange for the examination and evaluation mentioned in Article 15.1 to be carried out on its behalf by internal auditors.

16. Accounts and audit of accounts

16.1. 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; and

16.2. The statement shall:
(a) 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
(b) comply with any directions given by the funding bodies 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.

16.3. The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

16.4. If the Corporation receives a written request in writing from any person wishing to receive a copy of the College's most recently audited accounts and is paid by that person such reasonable fee (if any) as it may require in respect of the costs of complying with the request, the Corporation shall comply with the request within the period of 2 months beginning with the date on which it is made.

16.5. Auditors shall be appointed and audit work conducted in accordance with any requirements of the funding bodies.

17. Rules, Bye-Laws, Policies and Procedures (Standing Orders)

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

18. Copies of Instrument and Articles and Rules, Bye-Laws, Policies and Procedures

18.1. A copy of the Instrument, these Articles, and of any rules, bye-laws, policies and procedures shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the College upon request, during normal office hours, to every member of Staff and every student.

19. Modification or replacement of the Instrument and Articles

19.1. Subject to Article 19.2, the Corporation may by resolution of the members modify or replace its Instrument and/or Articles.

19.2. The Corporation shall not make changes to the Instrument or Articles that would result in the Corporation ceasing to be a charity.

20. Dissolution of the Corporation

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

20.2. 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.

Revisions History

Date of Revision	Reason for Revision
24 October 2019	Approved by the Corporation
27 May 2021	Corporation approved to increase the upper limit of independent members from 15 to 16 and therefore overall membership to 21 temporarily for the period of the autumn term 2021.
23 September 2021	Search and Governance Committee reviewed reference corrections and job title changes.
26 September 2024	Job title changes, increase to board composition added and various typographical corrections made.
10 July 2025	Amendment to the clause relating to the voting rights of Student Governor's under age 18 (DfE guidance June 2025)
25 September 2025	Job title changes. Updated to reflect the Education and Skills Funding Agency became part of Department for Education in April 2025.