



Empowering Success, Enriching Communities, Supporting Industry

INSTRUMENT & ARTICLES OF GOVERNMENT

(Approved by the Governing Body on 24 July 2013 - effective from 1 August 2013)
(Amended 21 October 2014, 18 March 2020 and 2nd April 2025)

INSTRUMENT OF GOVERNMENT

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1. Interpretation of the terms used

In this Instrument of Government:

- (a) “the Corporation” means the further education corporation to which this Instrument applies;
- (b) “electronic form” and “electronic means” have the meaning given to them in section 1168 of the Companies Act 2006;
- (c) “the Governance Professional” means the clerk to the Corporation or anyone appointed under clause 6 as a Temporary Clerk in the Governance Professional's absence;
- (d) “Independent Member” has the meaning given to it in clause 2;
- (e) “the Institution” means Wirral Metropolitan 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;
- (f) “this Instrument” means this Instrument of Government;
- (g) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of 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) “the Principal” means the Principal & CEO and shall include a person acting as Principal & CEO;
- (j) “the Secretary of State” means the Secretary of State for Education or any successor who has regulatory oversight over further education corporations;
- (k) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (l) “Staff Member” and “Student Member” have the meanings given to them in clause 2;
- (m) “the students' union” means any association of students formed to further the educational purposes of the Institution and the interests of students, as students;
- (n) “Temporary Clerk” has the meaning given to it in clause 6.2;

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- (o) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

2. Composition of the Corporation

2.1 The Corporation shall consist of:

- (a) up to sixteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government (“Independent Members”);
- (b) the Principal of the Institution, unless the Principal chooses not to be a member;
- (c) two members who are members of the Institution’s staff and have a contract of employment with the Institution and who have been nominated and elected as set out in clause 4 (“Staff Members”); and
- (d) up to two members who are students at the Institution (“Student Members”).

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

2.3 One Staff Member shall be a member of the academic staff, and the other shall be a member of the non-academic staff, both of which shall be nominated and elected by permanent staff.

2.4 The appointing authority as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Institution under clause 2.1.

3. Determination of membership numbers

3.1 The number of members of the Corporation and the number of members of each variable category shall be that decided by the Corporation.

3.2 The Corporation may at any time vary the determination referred to in clause 3.1 and any subsequent determination under this clause provided that:

- (a) the total number of members of the Corporation shall not be fewer than twelve or more than twenty one; and
- (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in clause 2.

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

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4. Appointment of the members of the Corporation

- 4.1 Subject to clause 4.2 the Corporation is the appointing authority in relation to the appointment of its members.
- 4.2 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.
- 4.3 The appointing authority may decline to appoint a person as a member if:
- (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
 - (b) the appointment of the person would contravene any rule or byelaw made under article 20 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
 - (c) the person is ineligible to be a member of the corporation because of clause 7.
- 4.4 Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

5. Appointment of the Chair and Vice-Chair

- 5.1 The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves, or shall seek to recruit a Chair or Vice-Chair by external advertisement provided that they are first appointed as a member in accordance with this Instrument.
- 5.2 Neither the Principal nor any Staff Member or Student Member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 5.3 If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose an external governor from among themselves to act as Chair for that meeting.
- 5.4 The Chair and Vice-Chair shall hold office for such period as the Corporation decides.
- 5.5 The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Governance Professional.
- 5.6 If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office or if it in the best interests of the Corporation, it may give written notice, removing the Chair from office and the office shall then be vacant.

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- 5.7 If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office or if it is in the best interests of the Corporation, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- 5.8 At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement.
- 5.9 At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement.
- 5.10 At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- 5.11 Clause 5.10 is subject to any rule or byelaw made by the Corporation under Article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

6. Appointment of the Governance Professional

- 6.1 The Corporation shall appoint a person to serve as the Governance Professional, but the Principal may not be appointed as Governance Professional.
- 6.2 In the temporary absence of the Governance Professional, the Corporation shall appoint a person to serve as a temporary clerk ("Temporary Clerk"), but the Principal may not be appointed as Temporary Clerk.
- 6.3 Any reference in this Instrument to the Governance Professional shall include a Temporary Clerk appointed under clause 6.2.
- 6.4 Subject to clause 14, the Governance Professional or person acting as Temporary Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- 6.5 The Governance Professional or person acting as Temporary Clerk may also be a member of staff at the Institution.

7. Persons who are ineligible to be members

- 7.1 The following persons may not be appointed as a member of the Corporation and shall be ineligible from continuing to be a member of the Corporation:
- (a) anyone under the age of 18 years, except as a Student Member;
 - (b) the Governance Professional;
 - (c) anyone who is a member of staff of the Institution except:
 - (i) as a Staff Member; or

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- (ii) in the capacity of Principal; or
 - (iii) a student who is employed by the Corporation in connection with the student's role as an officer of a Students' Union;
 - (d) anyone who is disqualified from acting as a charity trustee under the Charities Act 2011 (as amended from time to time);
 - (e) subject to clauses 7.2 to 7.3, anyone who:
 - (i) has been adjudged bankrupt;
 - (ii) 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;
 - (iii) has made a composition or arrangement with creditors, including an individual voluntary arrangement;
 - (f) subject to clause 7.4, anyone if:
 - (i) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - (ii) within the previous twenty years that person has been convicted as set out in sub-clause (i) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (iii) that person has at any time been convicted as set out in sub-clause (i) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- 7.2 Where a person is disqualified under clause 7.1(e)(i) or 7.1(e)(ii) that disqualification shall cease:
- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment ; or
 - (c) 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
 - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or

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- (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- 7.3 Where a person is disqualified under clause 7.1(e)(iii) the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- 7.4 For the purpose of this clause 7, there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- 7.5 Upon a member of the Corporation becoming disqualified from continuing to hold office under this clause 7, the member shall immediately give notice of that fact to the Governance Professional.
- 8. **The term of office of a member**
 - 8.1 A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
 - 8.2 Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.
 - 8.3 Clause 8.2 is subject to any rules or byelaws made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.
- 9. **Termination of membership**
 - 9.1 A member may resign from office at any time by giving notice in writing to the Governance Professional.
 - 9.2 If at any time the Corporation is satisfied that:
 - (a) a member is unfit or unable to discharge the functions of a member; or
 - (b) any member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
 - (c) any member has breached any code of conduct applying to the members of the Corporation; or
 - (d) any member has been dishonest or acted in any manner which, in the reasonable opinion of the Corporation, brings or is likely to bring the Institution into disrepute or is materially adverse to the Institution's interests; or

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- (e) any member is disqualified from being a member under clause 7; or
- (f) it is in the best interest of the Corporation,

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

9.3 If at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external), the Corporation may by notice in writing to that member suspend the member from office until further notice and, during that period of suspension, the member shall not be entitled to attend any meeting of the Corporation or its committees.

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

9.5 A Student Member shall cease to hold office—

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the Institution,

and the office shall then be vacant.

10. Members not to hold interests in matters relating to the Institution

10.1 A member to whom clause 10.2 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 10.2 is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in clause 10.2 is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

10.2 This clause applies to a member who:

- (a) has any financial interest in:
 - (i) the supply of work to the Institution, or the supply of goods for the purposes of the Institution;

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- (ii) any contract or proposed contract concerning the Institution; or
 - (iii) any other matter relating to the Institution; or
 - (b) has any other interest of a type specified by the Corporation in any matter relating to the Institution.
- 10.3 This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- 10.4 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 Member:
- (a) need not disclose a financial interest; and
 - (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- 10.5 The Governance Professional shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the Institution to any person wishing to inspect it.
- 11. Meetings**
- 11.1 The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary to manage its business.
- 11.2 Subject to clauses 11.4 and 11.5 and to clause 12.4, all meetings shall be called by the Governance Professional, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda, including in electronic form and by electronic means.
- 11.3 Any notice given under clause 11.2 must state that it concerns a notice of Corporation meeting and must specify the place, date and time of the meeting.
- 11.4 A member present in person at any meeting of the Corporation shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 11.5 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional, the

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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.

- 11.6 A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members, three of which must be Independent Members.
- 11.7 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 fewer than seven calendar days.
- 11.8 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.

12. Quorum

- 12.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% (rounded up to the next whole number) of the total number of members in post and entitled to vote on the issue under consideration.
- 12.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 12.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 12.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 12.5 Members who declare an interest in an item shall not count towards the quorum.

13. Attendance at meetings by conferencing facilities

- 13.1 Members may participate in Corporation or committee meetings via conferencing facilities, provided that the Governance Professional is informed in advance.
- 13.2 Where a member participates in a meeting using conferencing facilities:
 - (a) provided that that member can communicate with all other members, such participation shall constitute presence in person at the relevant meeting and, subject to these Instrument and Articles of Government, that member shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group where the chair of the meeting then is.

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14. Proceedings of meetings

- 14.1 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question. A vote will not be required where there is a clear consensus.
- 14.2 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.
- 14.3 A member may not vote by proxy or by way of postal vote.
- 14.4 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 14.5 Except as provided by procedures made pursuant to Article 13 of the Articles of Government, a member of the Corporation who is a member of staff at the Institution, including the Principal, shall withdraw:
- (a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - (b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - (c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 14.6 A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under clause 14.5.
- 14.7 A Student Member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:
- (a) for the expenditure of money by the Corporation; or

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- (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 14.8 Except as provided by rules made under Article 15 of the Articles of Government relating to appeals and representations by students in disciplinary cases, a Student Member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- 14.9 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the Institution, a Student Member shall:
- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - (b) where required to do so by a majority of the members, other than Student Members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- 14.10 The Governance Professional:
- (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Governance Professional's remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity of Clerk are to be considered; and
 - (b) where the Governance Professional is a member of staff at the Institution, they shall withdraw in any case where a member of the Corporation is required to withdraw under clause 14.5.
- 14.11 If the Governance Professional withdraws from a meeting, or part of a meeting, of the Corporation or its committees under clause 14.10, the Corporation shall appoint a person from among themselves to act as clerk during this absence.
- 15. Written resolutions**
- 15.1 The Corporation and its committees may also make decisions by resolutions in writing without any meeting taking place ("remote written resolutions").
- 15.2 A remote written resolution shall have the same effect as if it had been passed at a meeting duly convened and held provided that:
- (a) a copy of the proposed remote written resolution has been sent to all the members of the Corporation or the relevant committee who are entitled to attend and vote on the matter; and
 - (b) within 10 working days of the date that the remote written resolution was issued to all the members of the Corporation or the relevant committee

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under clause 15.2(a), such number of members of the Corporation or the relevant committee as required if the remote written resolution had been proposed at a meeting of the Corporation or of the relevant committee have approved the remote written resolution;

- (c) if, a remote written resolution does not pass in accordance with clause 15.2(b) a formal meeting will be called to discuss the item further.

15.3 The outcome of remote written resolutions shall be taken as an agenda item to the next meeting which is not a special meeting.

16. Minutes

16.1 Written minutes of every meeting of the Corporation shall be prepared, and, subject to clause 16.2, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

16.2 Clause 16.1 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.

16.3 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be confirmed as a true record by the Chair of the meeting.

16.4 Separate minutes shall be taken of those parts of meetings from which Staff Members, the Principal, Student Members or the Governance Professional have withdrawn from meeting in accordance with clause 14.5, 14.8, 14.9 or 14.10 and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

17. Public access to meetings

The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Governance Professional or the Principal and in making its decision, it shall give consideration to clause 18.2.

18. Publication of minutes and papers

18.1 Subject to clause 18.2, the Corporation shall ensure that a copy of:

- (a) the agenda for every meeting of the Corporation;
- (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
- (c) the approved minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting,

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

18.2 There shall be excluded from any item made available for inspection any material relating to:

- (a) a named person employed at or proposed to be employed at the Institution;
- (b) a named student at, or candidate for admission to, the Institution;
- (c) the Governance Professional; or
- (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

18.3 The Corporation shall ensure that a copy of the approved minutes of every meeting of the Corporation, under clause 16.1, shall be placed on the Institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

18.4 The Corporation shall regularly review all material excluded from inspection under clause 18.2(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

19. Copies of the Instrument of Government

A copy of this Instrument 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 so requests a copy, and shall be available for inspection at the Institution upon request, during normal office hours, to every member of staff and every student.

20. Change of name of the Corporation

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

21. Application of the seal

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

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- (b) the signature of any other member.

22. Means of communication

22.1 Any notice or other document to be given to or by any person pursuant to this Instrument:

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- (a) must be in writing; or
 - (b) must be given in electronic form.
- 22.2 The Institution may give any notice or other documents to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at their address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to an email address specified by that member from time to time; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website.
- 22.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 22.4 Proof that an electronic form of notice was given shall be conclusive where the Institution can demonstrate that it was properly addressed and sent.
- 22.5 Notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.
- 22.6 The members must agree in writing to receive documents and notices from the Institution by electronic means.
- 22.7 Only such documents and notices as are specified by the Institution may be sent to the Institution in electronic form to the address specified by the Institution for that purpose and such documents or notices sent to the Institution are sufficiently authenticated if the identity of the sender is confirmed in the way the Institution has specified.

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ARTICLES OF GOVERNMENT

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1. Interpretation of the terms used

In these Articles of Government:

- (a) “the Principal” has the same meaning as in the Instrument of Government;
- (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 5 of the Instrument of Government;
- (d) “the Corporation” has the same meaning as in the Instrument of Government;
- (e) “ESFA” means the Education and Skills Funding Agency or any successor body;
- (f) “the Governance Professional” has the same meaning as in the Instrument of Government;
- (g) “Staff Member” and “Student Member” have the same meanings as in the Instrument of Government;
- (h) “the Secretary of State” has the same meaning as in the Instrument of Government;
- (i) “senior post” means the post of Principal 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; and
- (k) “the Students’ Union” has the same meaning as in the Instrument of Government.

2. Conduct of the Institution

The Institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles or any rules or byelaws made under these Articles and any trust deed regulating the Institution.

3. Responsibilities of the Corporation, the Principal and the Governance Professional

3.1 The Corporation shall be responsible for the following functions:

- (a) the determination and periodic review of the educational character and mission of the Institution and the oversight of its activities;

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- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the Institution and the oversight of its activities;
- (c) approving the quality strategy of the Institution;
- (d) the effective and efficient use of resources, the solvency of the Institution and the Corporation and safeguarding their assets;
- (e) approving annual estimates of income and expenditure;
- (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Professional, including, where the Governance Professional is, or is to be appointed as, a member of staff, the Governance Professional's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.

3.2 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the Institution, and shall be responsible for the following functions:

- (a) making proposals to the Corporation about the educational character and mission of the Institution and implementing the decisions of the Corporation;
- (b) the determination of the Institution's academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the Institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Governance Professional, where the Governance Professional is also a member of the staff; and
- (f) maintaining student discipline, within the rules and procedures provided in these Articles, and suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

3.3 The Governance Professional shall be responsible for the following functions:

- (a) advising the Corporation with regard to the operation of its powers;

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- (b) advising the Corporation with regard to procedural matters;
- (c) advising the Corporation with regard to the conduct of its business; and
- (d) advising the Corporation with regard to matters of governance practice.

4. The establishment of committees and delegation of functions generally

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

- (a) such committees;
- (b) the Chair, or in the Chair's absence, the Vice-Chair; or
- (c) the Principal.

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

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

5. The Governance and Search Committee

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

- (a) governance matters and best practice;
- (b) the appointment of members (other than as Staff Members); and
- (c) such other matters relating to membership and appointments as the Corporation may ask it to.

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

5.3 The Corporation may make rules specifying the way in which the Governance & Search Committee is to be conducted. A copy of these rules, together with the Governance & Search Committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the Institution's website and shall be made available for inspection at the Institution by any person during normal office hours.

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- 5.4 The Corporation shall review regularly all material excluded from inspection under Article 5.3 and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

6. The Audit Committee

- 6.1 The Corporation shall establish a committee, to be known as the “Audit Committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.
- 6.2 The Audit Committee shall consist of at least three persons and may include members of staff at the Institution with the exception of those in senior posts and shall operate in accordance with any requirements of the ESFA or any successor organisation.

7. Composition of committees

Any committee established by the Corporation, other than the committee referred to in Article 9, may include persons who are not members of the Corporation.

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

The Corporation shall ensure that:

- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
 - (b) the minutes of committee meetings, if they have been approved by the chair of the meeting,
- are published on the Institution’s website and made available for inspection at the Institution by any person, during normal office hours.

9. Delegable and non-delegable functions

- 9.1 The Corporation shall not delegate the following functions:

- (a) the determination of the educational character and mission of the Institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the Institution and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the Governance Professional, (including, where the Governance Professional is, or is to be, appointed as a member of staff the

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Governance Professional's appointment in the capacity of a member of staff); and

- (f) the modification or revocation of these Articles.

9.2 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 Principal, the Governance Professional or the holder of a senior post, other than to a committee of members of the Corporation.

9.3 The Corporation shall make rules specifying the way in which a committee having functions under Article 9.2 shall be established and conducted.

9.4 The Principal may delegate functions to the holder of any other senior post other than:

- (a) the management of budget and resources; and
- (b) any functions that have been delegated to the Principal by the Corporation.

10. **Appointment and promotion of staff**

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

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

10.2 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.

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

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- 10.4 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 10.2, with or without first re-advertising the vacancy.
- 10.5 Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:
- (a) may be required to act as Principal or in the place of any other senior post holder; and
 - (b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.
- 10.6 The Principal shall have responsibility for selecting for appointment all members of staff other than:
- (a) senior post holders; and
 - (b) where the Governance Professional is also to be appointed as a member of staff, the Governance Professional in the role of a member of staff.

11. Rules relating to the conduct of staff

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

12. Academic freedom

In making rules under Article 11, the Corporation shall have regard to the need to ensure that academic staff at the Institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the Institution.

13. Grievance, suspension and disciplinary procedures

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

- (a) grievance procedures for all staff;
- (b) procedures for the suspension of all staff; and
- (c) disciplinary and dismissal procedures for
 - (i) senior post-holders, and
 - (ii) staff other than senior post holders

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and such procedures shall be subject to the provisions of Articles 3.1(f), 3.2(e), 9.1(d), 9.1(e), 9.2 and 14.

- 13.2 Any rules made under clause 13.1(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

- 13.3 Any rules made under clause 13.1(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

14. Suspension and dismissal of the Governance Professional

- 14.1 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 for the purposes of article 13.1(c)(i).

- 14.2 Where the Governance Professional is suspended or dismissed under Article 14, that suspension or dismissal shall not affect the position of the Governance Professional in the separate role of Clerk to the Corporation.

15. Students

- 15.1 Any Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.

- 15.2 The students' union shall present audited accounts annually to the Corporation, either as a discrete set or as part of the Annual Financial Statements.

- 15.3 After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason)..

16. Financial matters

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

17. Co-operation with the ESFA

The Corporation shall co-operate with any person who has been authorised by the ESFA or its successor to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

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18. Internal audit

- 18.1 The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- 18.2 The Corporation may arrange for the examination and evaluation mentioned in Article 18.1 to be carried out on its behalf by internal auditors.
- 18.3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in Article 18.1 if those persons are already appointed as external auditors under Article 19.

19. Accounts and audit of accounts

- 19.1 The Corporation shall:
- (a) keep proper accounts and proper records in relation to the accounts; and
 - (b) prepare a statement of accounts for each financial year of the Corporation.
- 19.2 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 ESFA or any successor body 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.
- 19.3 The accounts and the statement shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- 19.4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under Article 18.
- 19.5 Auditors shall be appointed and audit work conducted in accordance with any requirements of the ESFA or any successor body.
- 19.6 The "financial year" means the first financial year and, except as provided for in clause 19.8, each successive period of twelve months;
- 19.7 The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the Education Skills Funding Agency or any successor body's approval.

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19.8 If the Corporation is dissolved:

- (a) the last financial year shall end on the date of dissolution;
- (b) the Corporation may decide, with the ESFA or any successor body's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this Article.

20. **Rules and byelaws**

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

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

A copy of these Articles, and of any standing orders, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the Institution upon request, during normal office hours, to every member of staff and every student.

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

- 22.1 Subject to Articles 22.2 and 22.3, the Corporation may by resolution of the members modify or replace its Instrument and Articles of Government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- 22.2 The Corporation shall not make changes to the Instrument and Articles of Government that would result in the body ceasing to be a charity.
- 22.3 No resolution may be made under Article 22.1 at a meeting of the Corporation unless consideration of the replacement or amendment of the Instrument and Articles is a specific item of business on the agenda for that meeting and the resolution to approve the replacement or amendment is supported by an absolute majority of members holding office on the date of the meeting.

23. **Dissolution of the Corporation**

- 23.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- 23.2 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.