

CAPITAL CITY COLLEGE GROUP

BOARD MEMBER HANDBOOK

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INTRODUCTION

This document sets out the powers of and limitations upon the Board and committees. Members will be guided by the Clerk to the Board in the exercise of their functions. However, it is a requirement that board members are provided with this document. Part 1 provides a non-technical overview of what the role entails and Part 2 contains the formal documents governing the Board.

The legal documents will refer to the Group as The WKCIC Group.

PART 1

1. THE BOARD'S CODE OF CONDUCT

All members of the Board are asked to agree to observe the following Code of Conduct and sign the copy that comes with this booklet.

A Member of the Capital City College Group ("the Group") Board should:

- a. support the aims and objectives of the Group and promote the interests of the colleges within the Group and its students in the wider community;
- b. work co-operatively with other members in the best interests of the Capital City College Group;
- c. acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Board prevails, it should be supported;
- d. base his or her view on matters before the Board on an honest assessment of the available facts in an objective and unbiased way;
- e. recognise that the strength of the Board will depend on the quality and variety of individual contributions made to its discussions by members;
- f. acknowledge that the powers of members rests only in their collective decisions taken through the formal processes of the Board and its Committees;
- g. understand that statements on behalf of the Board or related to its proceedings shall only be made with the approval of the Chair;
- h. declare openly and immediately any pecuniary or non-pecuniary interest arising from a matter before the Board or from any other aspect of membership including an initial declaration of employment and other general interests;
- i. avoid using the position of member to benefit himself or herself or other individuals or agencies;
- j. avoid using the position to represent other people's or organisation's views;
- k. respect the confidentiality of those items of business which the Board decides from time to time

should remain confidential,

l. take or seek opportunities to enhance his or her effectiveness as a member through participation in training and development programmes, by increasing his or her own experience of Capital City College Group through involvement in college activities;

m. be active in the work of the Board including service on at least one committee or working party and attend meetings regularly;

n. conduct themselves in line with the Nolan principles of public life.

2. RESPONSIBILITIES OF THE BOARD AND THE CLERK

What power does the Board hold?

Under Section 18 of the Further and Higher Education Act 1992 a further education Board may:-

- (a) provide further and higher education; and
- (b) supply goods or services in connection with their provision of education

These powers are known as the Board's 'principal powers'.

What are the responsibilities of Board Members?

The Articles of Government lay down the following responsibilities for the Board:

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (c) overseeing the quality of teaching and learning within the institution and associated improvement strategies;
- (d) the effective and efficient use of resources, the solvency of the institution and the Board and safeguarding assets;
- (e) approving annual estimates of income and expenditure as part of the Group's annual budgeting process;
- (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.

Whilst some of these responsibilities overlap with the role played by a school governor there is a significant difference in that the Board has ultimate responsibility for the finances of the Group. The Board is the employer of all staff and the owner of all property. There is no other court of appeal, no further layer of accountability and no wider fiscal context governed by elected bodies. Although the Education and Skills Funding Agency has responsibility for funding further education institutions, they are not responsible for providing the service. That responsibility rests wholly with the Capital City College Group.

Will the Board members be legally liable?

Individual members of the Board, as charity trustees, have a legal responsibility to ensure that the Group is efficiently run with sound financial practices and in accordance with their duties owed under charity law. The Board, and its individual members, can minimise any personal liability by ensuring that they act in accordance with their duties as charity trustees. Only in the extreme case of the Board continuing to trade when insolvent (with no reasonable prospect of avoiding insolvency) or acting outside its legal terms of reference (ultra vires) would individual members become potentially

liable. However, Board members should not feel unduly vulnerable. Legal advice suggests that as long as members of the Board have acted in accordance with their charitable duties and taken reasonable steps to keep informed so that decisions are taken responsibly, they are very unlikely to become individually liable. In the event that any kind of legal liability could be proved, the Board carries governor and executive legal liability insurance. If, however, a Board member deliberately commits a fraudulent act then it is likely that that member will be individually liable and potentially not covered by the Group’s insurance.

Whilst they need not fear the legal liabilities, members of the Board should be aware of their duties and obligations and that their deliberations and decisions have a direct and legal relevance to the present functions and stability of the Group.

What is the level of involvement expected from Board members?

The Board accepts that it is a voluntary body reliant on the good will of its members who have limited time available to devote to Board affairs. However, there are certain minimum requirements in addition to a more general expectation that Board members will do their best to take an active interest in key areas of the colleges’ activities.

In addition to attending Board meetings, which meets seven times during the academic year, each Board member is expected to be a member of at least one committee or College Education Board. Committees meet at least once a term.

The Capital City College Group is very large and board members could easily devote all their time to meetings and never make positive contact with the college itself. There are a variety of ways board members can make contact including being linked to a particular activity or attending college events.

The guide below gives a rough estimate of the time commitment associated with the roles contained with the Board’s membership.

Role	Hours per month
Board member	15
Committee Member/College Education Board Member/CCCT Training Oversight	8
Committee Chair/Vice-Chair of Board	20
Chair of Board	25+

There is very little time in meetings to offer board members background briefings on key issues or allow extended discussion about educational principles and longer term strategies. To remedy this two half day workshops will be run in addition to the seven Board meetings during the academic year to allow for extended discussion and increased focus on key strategic issues. Occasionally an overnight residential event may be arranged.

Attendance and Termination of Membership

The Board keeps a record of attendance. If a member was to be absent from meetings of the Board for a period of longer than six months then consideration would be given to their removal from membership.

If a member contravenes the Board’s code of conduct then the Clerk, Vice Chair and Chair will meet

to discuss the severity of the breach. If the breach is deemed not to be severe then either the Chair or Clerk will discuss the issue with the member. If the breaches continue or the Chair, Vice-Chair and Clerk decide that the breach is a serious breach, then the Chair will write to the member informing them that their membership has been terminated. This will be reported to the next full meeting of the Board.

Are members expected to adhere to a policy of collective responsibility and what does it mean in practice?

There is a need for the Board to adhere to a non-legal, but nevertheless important, degree of collective responsibility. In matters of general policy it is expected that all members support the Board's various decisions and policies. Members are always free to raise differing views in meetings but should not be seen to undermine the Board's position in public.

In contrast to a school governing body, there is no other body to be appealed to or referred to. It must be recognised that the Board's decision is final. The Board stands alone and must look only to the institution which it serves. The Board must be sensitive to the divisions of opinion within the colleges and training arm, and ensure that such conflicts are recognised in the way that management actions or recommendations are scrutinised by Board members.

Staff and Student Board Member Roles

Within the Board membership there will be a staff and student member. Staff members are elected for a period of two years and it is their role to ensure that a staff perspective is given to the deliberations of the Board. It is not their role to represent staff interests in the way that a member of parliament would do on behalf of his or her constituents, but to contribute to discussions and decision making with the Group's best interests in mind. Student members will be appointed for a one year term.

Both staff and student board members are allowed to approach the Chief Executive as Board Members with any concerns based on views of the staff or student body.

Will the Board act as a campaigning body?

Although the vast majority of Board business will relate to its independent role as described above, there may be occasions when the Board will want to take on a campaigning role over Government policy and the way this policy is interpreted by funding agencies and from time to time it may liaise with other Further Education Institutions and lend its weight to a public statement or campaign. Any campaign should be consistent with the Board's responsibility to ensure the delivery of service in furtherance of its mission statement. It is important that such action should be used sparingly and only when there is a real likelihood that the action will have some effect.

What is the relationship between the Board and the Chief Executive/Group Leadership Team (GLT)?

The relationship between Board and the Chief Executive is most easily understood in terms of the relationship between a Board of Directors and a Chief Executive. Although the Chief Executive sits on the Board it is quite clear that the Board must leave the day to day running of the institution to the Chief Executive. Members of the Board will work with the Chief Executive in Board meetings and committees and should always feel free to take up any concerns direct.

The Articles make it clear that the Chief Executive is responsible for "the organisation, direction and management of the College and the leadership of the staff". The Chief Executive is responsible for all appointments, grading, appraisal and the pay and conditions of service for all staff other than holders of senior posts. He or she is also responsible for preparing and presenting financial reports to the Board and for the performance and morale of the staff and student body. The Chief Executive is also responsible for making proposals to the Board about the educational character and mission of the institution, and for implementing the decisions of the Board.

In practice, the most constructive relationship is one in which the Chief Executive and his or her senior staff are accountable to the Board for the efficient fulfilment of the mission of the College as defined by the Board and its committees. The Board can expect to be kept informed of all significant developments and should expect to ask the right questions and act as a critical friend of the Chief Executive and members of the GLT. It is this mix of accountability and informed questioning that serves as the basis for the predominant relationship between the Board and the Chief Executive and the leadership team. The Board is the employer of the Chief Executive and senior post holders in a more direct sense than with any other staff.

The Board defines policy objectives in general terms and should over time formulate directions and principles to guide the Chief Executive and the Group Leadership Team. The Board must formally approve the budget and major items of expenditure. The Board must also approve significant legal contractual matters e.g. employment or property. It will sometimes be the final arbiter when the Chief Executive is faced with clearly defined alternatives. Most of the time it will be responding to and deciding on policy proposals it has requested or which the Chief Executive has brought forward.

To sum up, the Chief Executive and senior post holders are accountable to the Board. The Board seeks to represent the community at large and other stakeholders as users and "owners" of the Group within the framework laid down by Parliament and funding bodies. The Board is responsible at the most general level for the aims and vision of the Group. It is also responsible for general monitoring of its senior executives' performance.

The pay and conditions of the Chief Executive and senior post holders are reviewed annually by the Remuneration Committee of the Board which also receives reports on these post holders' appraisal. The Chair and Vice-Chair of the Board conduct the appraisal of the Chief Executive.

What are the Roles of Committees and Education Boards?

To maximise the time available to the Board at its meetings, committees and education boards (for each college) have been established and operate within the terms of reference determined by the Board. They provide an opportunity for issues to be discussed in detail. Matters come to their consideration either from management or the Board. Items from the Board come in one of two ways - by referral or by delegation to the committee. When items are delegated the committee or education board will decide the matter and any report to the Board will be for information only, unless there is a matter of principle or policy that the Board needs to make a decision about. Items which are referred to committees or an education board will require a report back, together with a recommendation. The matter would only be discussed by the Board if there was any disagreement with the recommendation.

As part of the Group's approach to Governance it is expected that chairs of committees or education boards present relevant papers to the Board. This allows board members to own issues relating to

Governance and therefore facilitates discussion.

The main committees/groups are as follows:

- The Audit Committee
- The Search Committee
- The Remuneration Committee
- The WKC College Education Board
- The CIC College Education Board
- The CONEL College Education Board

The terms of reference of these committees/education boards can be viewed at the Governance homepage on the Group's website.

<http://capitalccg.ac.uk/governance/>

The Board may also establish working parties, whose membership may include staff, to deal with a specific subject by referral. These bodies will cease to operate once the task is completed, unlike committees where there is an ongoing need for the function.

What are the roles of the Chair and Vice-Chair?

The Chair of the Board is responsible for conducting the meetings of the Board. The Chair has regular meetings (currently fortnightly) with the Chief Executive which the Vice-Chair can also attend. It is the responsibility of the Chief Executive to keep the Chair informed of all major developments in the affairs and management of the Board. At their fortnightly meetings the Chair and Chief Executive will identify any important information which should be shared with all members of the Board between meetings.

The role of Chair and Vice-Chair should also include an evaluation of the way members of the Board are meeting the individual performance targets mentioned above. The main concern would be around any board member who is not meeting the Board's expectations of them. In such circumstances the Chair would, following discussion of the evaluation areas (attendance, participation and involvement in college activities), ask the member to consider their position in relation to the commitment expected in the future and whether this could be achieved or if not whether it would be appropriate for them to resign to allow another appointment to be made.

The Search Committee will report annually to the Board providing a health check on the Board's performance; this report also includes issues arising from the board members' evaluation. All members would be asked to make an individual evaluation of how they feel the Board is working through an annual questionnaire and provides the basis for the report.

The Vice-Chair is available to cover in the absence of the Chair. The Vice-Chair may also lead on the affairs of the Board in any areas agreed with the Chair.

How are the meetings of the Board conducted?

The Board schedules seven meetings a year and except in extraordinary circumstances, all meetings should last a maximum of three hours.

An agenda with supporting papers will be sent to all members seven days in advance of each meeting of the Board. The agenda will be organised in two parts to place items requiring decisions or

discussion first and items for information are included in the second part of the agenda. Any item which is on the agenda for discussion requires a paper to be submitted to the meeting and wherever possible this should include a brief recommendation for the Board to consider.

Where appropriate detailed analysis should take place in the appropriate committees and by the Executive to ensure that Board meetings concern themselves primarily with matters of policy. It may delegate matters requiring detailed analysis where required. Most reports submitted to the Board will already have been considered by the appropriate committee or at executive level.

In addition to Board members and the Clerk, the Chief Executive and the Chief Operating Officer will normally be the only staff in attendance. There is also provision for attendance of observers, who will be seated around the room away from the meeting table.

How are new board members selected?

The identification and assessment of prospective board members is of paramount importance to the continuation of a strong Board. The Board has delegated responsibility for this process to the Search Committee. Potential candidates will be invited to express an interest through the submission of a CV. Members of the Search Committee and the Chief Executive will always interview any prospective candidates. The Search Committee will then make a selection bearing in mind the makeup of the existing membership. It is of particular importance to the Board that there is appropriate representation in terms of diversity.

As vacancies occur the Committee will make recommendations for replacements to a meeting of the Board.

Co-opted Members

The Board may decide to co-opt people to committees. This may serve as a useful way of assessing someone's suitability for full membership of the Board. It can also help to ensure that committee membership consists of the correct skills set to ensure full scrutiny of issues.

Period of office and re-appointment

Board members, other than the student, are usually appointed for a period of up to four years, but this may vary depending on the recommendation of the Search Committee. Student members serve for one year.

At the end of the period of office a board member may be re-appointed for a further term. There is no restriction on the number of terms a board member may serve, however it is expected that they would not normally serve more than two terms of office. If a board member puts themselves forward for further terms of office after they have served two terms, the Search Committee must satisfy itself that the board member is making a substantial contribution in terms of commitment and leadership; a judgment should also be made about whether their skills are ones that the Board would find difficult to replace. The Search Committee will undertake an assessment of performance, prior to its consideration of making a recommendation for re-appointment to the Board.

Responsibilities of the Clerk

The Clerk is appointed by the Board and is employed as a full time member of staff. He or she is also

responsible for all aspects of governance and policy oversight within the Group and therefore has a job title of Director of Governance. However in relation to the Board and the role of Clerk his/her key responsibilities are as follows:

- The provision of independent advice and guidance on the effective governance of the College;
- To ensure that the Board's proceedings are conducted in accordance with statutory regulations, such as the Instrument and Articles of Government and the funding bodies' financial memorandum;
- Formulating, in consultation with the relevant chair and college officer, Board and committee agendas;
- Attending and ensuring the accurate minuting of all Board and committee meetings;
- To ensure all activities associated with the efficient and effective management of the Board's activities are carried out in a professional and timely manner.

The Clerk is also responsible for maintaining and making publicly available the Board's and GLT's registers of interests.

Persons who are ineligible to be members

In some circumstances a person may be ineligible to be a member of the Board. These circumstances are detailed in section 8 of the Group's Instrument of Government.

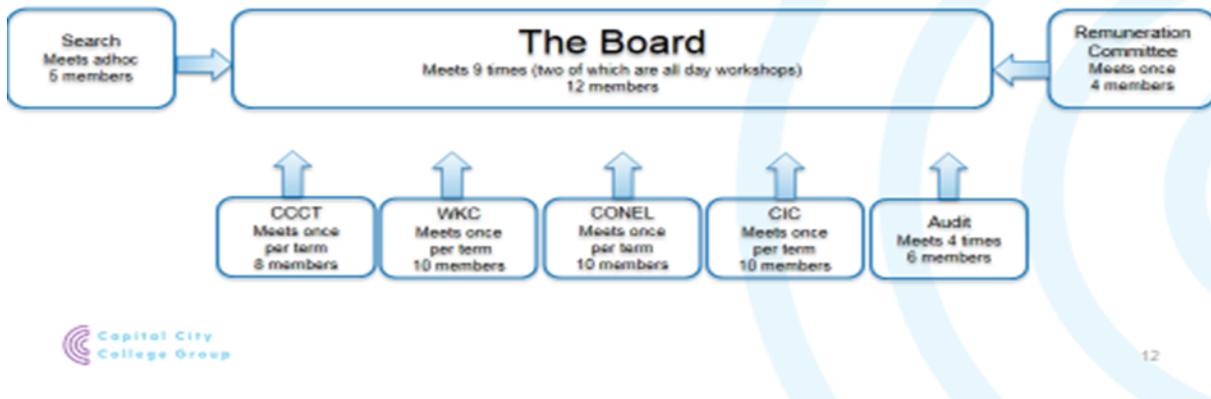
When accepting their appointment and in an annual return, members are asked to confirm in writing that none of the ineligibility criteria apply to them.

3. STRUCTURE

Governance Structure

The Group's governance structure is provided below.

Capital City College Group : Governance



A summary of the committee membership and composition is provided below.

Group	Remit	Initial Membership (subject to review)	Meetings per year
Board	Financial and curriculum strategy and oversight, solvency, quality and outcomes	12	7 plus 2 workshops
Audit Committee	Audit, internal controls and risk	6	3-4
Remuneration Committee	Clerk, CEO and Board remuneration	4	1
Search Committee	Appointments (board members and senior postholders), committees oversight	4	3-4
C&I College Education Board	Oversight for curriculum and college strategies	10	2
WKC College Education Board	Oversight for curriculum and college strategies	12	2
CONEL Education Board	Oversight for curriculum and college strategies	16	3

CCCG Board Composition

The Board composition will be as follows:

- Initially 10 independents (with a view to move to 9)
- 1 staff member
- 1 student member
- Chief Executive

Total membership = 13 (initially)

4. STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE BOARD AND RELATED ISSUES

- 1.** Introduction
- 2.** Membership
- 3.** Appointment of Chair and Vice-Chair
- 4.** Dissatisfaction with Chair or Vice-Chair/Removal of Chair or Vice-Chair
- 5.** Agendas
- 6.** Attendance at meetings of the Board
- 7.** Quorum
- 8.** Voting
- 9.** Proceedings of meetings
- 10.** Rules of debate at meetings
- 11.** Minutes
- 12.** Access to meetings and to minutes and papers
- 13.** Chair's Action
- 14.** Meetings of Committees

1. Introduction

1.1 This document sets out the decisions of the Board for the conduct of meetings and other related issues. They are derived from the provisions of the Instrument and Articles of Government of The WKCIC Group, which are the primary sources of guidance, and do not override them.

1.2 It is the responsibility of the Clerk to the Board to interpret the following documents and to advise the Board (or if appropriate the Chair of the Board) if at any time it appears that the Board (or an individual member) is in breach of the:

- Instrument and Articles of Government
- Standing Orders for the conduct of meetings and related issues.

2. Membership

2.1 The size and composition of the membership of the Board of the Capital City College Group will be determined from time to time by the Board in accordance with the provisions of the Instrument of Government and the recommendations of the Search Committee.

2.2 The Search Committee is inter alia the Board's search committee for the appointment of new members. The procedure for such appointments is:

- that vacancies arising in the membership of the Board be referred, as appropriate, to the Committee for consideration and nomination in accordance with its procedures;
- nominations shall be submitted to a meeting of the Board and include a curriculum vitae from the nominee and the recommendation from the Committee;
- appointments will be decided by the Board or other appropriate appointing authority in accordance with the Instrument of Government.

2.3 Candidates for appointment will be sought on the basis of their skills, experience and qualifications and should be able to demonstrate their enthusiasm for the work of the Board. A London perspective is desirable.

2.4 The Board has agreed that its membership should, as far as possible, be balanced in terms of gender and ethnic origin.

3. Appointment of Chair and Vice-Chair

3.1 The members of the Board appoint a Chair and Vice-Chair from among themselves.

3.2 The appointment process, including the opening up of selection to non members, shall be conducted by the Search Committee. The current Chair and Vice-Chair shall not be permitted to take part in the process.

3.3 The appointments are usually for four years, but may be for such period as the Board decides.

3.4 If both the Chair and Vice-Chair are absent from any meeting of the Board, the members present shall elect someone to chair from amongst themselves, but may not nominate the Chief Executive or any student or staff member.

3.5 The Chair or Vice-Chair may resign at any time by giving written notice to the Clerk.

4. Dissatisfaction with Chair or Vice-Chair/Removal of Chair and Vice Chair

4.1 There may be occasions when a Member or Members is/are dissatisfied with the Chair or Vice-Chair. There are several options open to Members depending on the circumstances.

4.2 In the case of a Chair's action the Board may express any disapproval at the subsequent meeting when the action is reported.

4.3 In the case of any other specific issue Members can either:

- request the Clerk to place the item on the agenda of the next scheduled meeting of the Board: or
- call a special meeting of the Board to consider the matter. This requires a request in writing or by e-mail to the Clerk by any [five – should this go down?] Members.
- The Board may give notice in writing or by e-mail to remove the Chair from office if it is satisfied that s/he is unfit to discharge the functions of the Office.
- In the matter of the Chair's regulation of the proceedings of a meeting, Members should raise a point of order. Any Member who is not content with the Chair's ruling on the point of order may request that a poll be taken.

5. Agendas

5.1 Agendas for meetings of the Board shall be sent to members at least seven clear days in advance of the meeting.

5.2 Agendas for special meetings called on the grounds of urgency by the Chair (or, in his/her absence, the Vice-Chair) will be sent to all members within such a period specified by the Chair (or, in his/her absence, the Vice-Chair) if that is less than seven days.

5.3 The Agenda for each meeting shall be drawn up by the Clerk to the Board in consultation with the Chair of the Board and the Chief Executive.

6. Attendance at meetings of the Board

6.1 Members of the Board and the Clerk should attend each meeting of the Board.

6.2 Other members of staff may be invited to attend by the Chief Executive or Chair where they have been involved in the preparation of a report or where their attendance may be helpful to members at the meeting. The Board may invite those members of staff to speak at the meeting.

6.3 A Board member who is a student member or a staff member may be asked to withdraw from the meeting.

6.4 Whilst the Instrument of Government does not require members to withdraw from that part of a meeting where they have a financial interest in a matter to be considered, the Board has

agreed that in such circumstances they should withdraw. Relevant members may not vote in such circumstances.

- 6.5 Where members of the Board are unable to attend a meeting of the Board they are requested to inform the Clerk and provide as much notice as possible. This will enable apologies for absence to be conveyed to the Board and for the Clerk to judge if the meeting will be quorate.
- 6.6 It is the general policy of the Board that any member who has been absent from meetings for a period longer than six consecutive months without its permission shall be removed from office.
- 6.7 Meetings of the Board are not public meetings but staff and students can attend for non-confidential items providing permission is requested of the Clerk 24 hours in advance. The number of those attending will be limited to no more than six at any one time. Members of the public can only attend with the agreement of the Chair of the Board.

7. Quorum

- 7.1 Meetings of the Board and Search Committee are quorate when 40% or more of the membership of the Board or Committee meeting is present. Quoracy in respect of other committees is as follows:
- Audit – 40%, to include at least two Board members;
 - Remuneration – two members;
 - College Education Boards – 40%, to include at least one Board member.
- 7.2 If the number of members present for a meeting of the Board does not constitute a quorum the meeting shall not be held. If during a meeting of the Board there ceases to be a quorum the meeting shall be terminated at once. The Chair may call a special meeting as soon as it is convenient.

8. Voting

- 8.1 Every question to be decided at a meeting of the Board shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 8.2 A member may not vote by proxy.
- 8.3 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot.

9. Proceedings of meetings

- 9.1 The first item of business at every ordinary meeting of the Board shall be the minutes of the last meeting except where the members present decide otherwise.
- 9.2 Members should declare any interests they may have, financial or otherwise, in items included on the agenda.
- 9.3 The order of business will be divided into two parts:

- Part one agenda will include minutes, matters arising and other items for decision and discussion together with any business considered to be urgent by the Board;
- Part two agenda will include information items.

9.4 No decision of the Board 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.

10. Rules of debate at meetings

10.1 All discussions at meetings of the Board will be conducted through the Chair.

10.2 The reports received by the Board will normally include a clear recommendation.

10.3 The Chair has the responsibility to seek the right balance between ensuring all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the Board does not lose sight of the subject before it.

10.4 The Chair may, where substantial items are to be discussed or items are likely to prompt significant debate, apply a limit to the length of any member's contribution and may limit members participating to only one contribution.

11. Minutes

11.1 The Clerk to the Board shall arrange for minutes of each meeting of the Board to be taken and shall submit drafts of minutes to the Chair for approval.

11.2 At the next ordinary meeting of the Board the minutes shall be submitted for confirmation and when agreed they will be signed by the Chair and will serve as the formal record of that meeting.

12. Access to minutes and papers

12.1 With the exception of confidential items the following will be available to the public and on the staff intranet:

- the agenda for every meeting of the Board;
- signed minutes of meetings; and
- any report, document or other paper considered at any such meeting.

12.2 All confirmed minutes of the Board will be made available on the Group's website.

13. Chair's action

13.1 The Chair of the Board or in his/her absence the Vice-Chair shall have delegated authority to act in respect of any function of the Board, other than those reserved to the Board under the Articles of Government on a matter which in his/her opinion does not admit of delay or is routine. This delegated authority shall only be exercised in consultation with the Chief Executive or in his/her absence with a holder of a senior post.

- 13.2 A Chair of Committee shall have delegated authority to act in respect of any function of the Committee on a matter which in his/her opinion does not admit of delay or is routine. The delegated authority shall only be exercised in consultation with the Chief Executive or a designated senior post holder.
- 13.3 Action taken by delegated authority of the Chair[s] of the Board or the committees shall be reported for information to the next meeting of the Board or committee as appropriate.

14 Meetings of Committees

- 14.1 The Board shall review annually the membership of its committees and receive and approve recommendations from the Search Committee with respect to committee membership.
- 14.2 Agendas for committee meetings will normally be issued seven working days in advance of the meeting.
- 14.3 Meetings are only open to those who are members of the Board, the Clerk or staff involved in the preparation of reports being considered, other than at the invitation of the Chair.
- 14.4 The quorum for meetings of all committees of the Board is 40% of the membership with all calculations rounded up to the next whole number.
- 14.5 The first item of business at ordinary meetings of committees will normally be the minutes of the previous meeting and once confirmed and signed by the Chair shall serve as the formal record of the committee.
- 14.6 The minutes of the Audit Committee will be made available on the Group's website.

5. BOARD MEMBERS' ROLE IN RELATION TO THE PERFORMANCE REVIEW OF THE CLERK AND CHIEF EXECUTIVE

Standing Arrangements

Post	Performance Review – Members involved
The Chief Executive	Chair & Vice-Chair of Board
The Clerk to the Board	Chair of the Board and Chief Executive

The responsibility of reviewing the performance of other senior postholders is delegated to the Chief Executive, however it is expected that the views of board members will be considered when reviewing performance, for example through 360 degree feedback exercises. Chairs of Education Boards will be asked to attend the annual performance reviews of the respective college principals.

Appointment Process

When a senior post or the Clerk becomes vacant it is advertised nationally. An appointments panel will be established by the Board as advised by the Search Committee. For posts other than that of the Chief Executive, the Chief Executive, with support from Human Resources, will be responsible for administering the appointment process. Where the post is that of the Chief Executive, the appointments panel will determine applicants for first stage interview from which a shortlist of candidates will be recommended for interview and appointment by the Board. The Clerk to the Board, with support from Human Resources, will be responsible for administering the appointment process.

Remuneration Committee

The Remuneration Committee has responsibility for the determination of the remuneration and conditions of service of the Chief Executive and the Clerk.

6. RESPONSIBILITIES OF THE BOARD AND SCHEME OF DELEGATION

Summary of Role

The Board is responsible for the aims and vision of the Group and is responsible for oversight of its senior executives' performance. At a headline level the responsibilities of the Boards is as follows:

- Strategy
- Oversight
- Solvency

Legal Duties (Reserved Areas)

The Board's constitution is defined by its Instrument and Articles of Government which were approved in July 2016. The following areas are reserved to the Board under Article 3(1) and may not be delegated:-

- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities (including obtaining the views of staff and students in this regard);
- b) overseeing the quality of teaching and learning within the institution and associated improvement strategies;
- c) the effective and efficient use of resources, the solvency of the institution and the Board, and safeguarding their assets;
- d) approving annual estimates of income and expenditure as part of the Group's annual budgeting process;
- e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- f) setting a framework for the pay and conditions of service of all other staff.

Other Board Responsibilities (not specified within the Instrument and Articles)

- g) Setting and monitoring the achievement of the Group's strategic plan;
- h) Monitoring the financial management of the Group, through the receipt and consideration of monthly management accounts;
- i) Monitoring equality and diversity both for staff and students and ensuring that any actions to address inequality are made available to the public, with expected completion dates;
- j) Overseeing the student experience, including the safety and well-being of students within the approved annual budget;
- k) Ensure that effective safeguarding arrangements are in place for students and vulnerable adults;
- l) Authorise any contract to purchase goods or services valued at over £750,000;
- m) Approve the Group's fees policy;
- n) Consider and approve proposals to write off any debt having a value in excess of £150,000;
- o) To consider strategic planning associated with major changes or development of the Group's premises;
- p) To oversee any matters related to repair, maintenance and facilities management of the Group's premises;

- q) To oversee the Group's Human Resources strategy and practice including the monitoring of employment trends, including staff turnover, headcount, diversity, disciplinary cases and Employment Tribunals;
- r) To consider and approve organisational changes to the senior management structure of the Group;
- s) To monitor staff pay settlements and receive confirmation from the senior management team that they fall within the Group's annual budget as recommended for approval by the Board;
- t) To oversee employment policy including the consideration of changes to the Group's employment policy, where new or substantial change is involved;
- u) Consider strategic issues as they arise.

Scheme of Delegation

In order to support its role in fulfilling the duties as defined above, the Board has established the following additional committees:

- College Education Boards for each institution within the Group (with the exception of CCCT)
- Audit Committee
- Search Committee
- Remuneration Committee

The following responsibilities are delegated (further detail as to how these delegated responsibilities are fulfilled are provided within the terms of reference):

College Education Boards

- i) Approve the contents of the College's Self-Assessment Report and monitor the improvement strategies to address areas of curriculum delivery that have not met expected standards;
- j) Agree the educational achievement targets and monitor the College's performance against these targets;
- k) Monitor the quality of teaching and learning at the College and associated improvement strategies, and provide advice with respect to the educational strategy of the College;
- l) Monitor student satisfaction and associated actions to deliver improvement;
- m) Monitor the College's safeguarding arrangements and seek assurance that they are effective.

Audit Committee

- n) Monitor the Group's risk register and associated risk management strategy;
- o) Approve the Group's financial regulations;
- p) Monitor the Group's safety policy and provide assurance of its effectiveness;
- q) Provide assurance, through the use of the internal audit service, of the Group's effectiveness in managing its systems.

Remuneration Committee

The Remuneration Committee is responsible for the determination of the pay and conditions of service of the Chief Executive Office and for approving or considering recommendations from the CEO with respect to the pay and conditions of other senior postholders. The committee is also responsible for:

- Approving the contents and implementation of any performance related pay scheme that the Group has in operation;
- Making recommendations to the Board for remuneration of board members (if asked to by the Board, and within the rules of the Charity Commission).

Search Committee

The Search Committee provides advice and makes recommendations to the Board on the appointment of members of the Board. It has no delegated authority.

7. CONFIDENTIAL REPORTS

- (1) Any report to the Board or committee shall be considered as business of a non-confidential nature unless it contains information within one or more of the following categories:-
 - (a) Information of a sensitive nature relating to a particular individual employee, former employee or applicant to become an employee of the Board;
 - (b) Information of a sensitive nature relating to a particular individual student or former student;
 - (c) Information relating to the financial or business affairs of any particular person, including any corporate or unincorporated body (other than the Board itself), apart from information which is required to be registered under statute;
 - (d) The amount of any expenditure proposed to be incurred by the Board under any particular contract for the acquisition of property or the supply of goods or services (if disclosure would be likely to give an advantage to a person entering into or seeking to enter into, a contract with the Board);
 - (e) Any terms proposed or to be proposed by or to the Board in the course of any negotiations for the acquisition or disposal of property or the supply of goods or services (if disclosure would prejudice the Board in those or other related negotiations);
 - (f) Information identifying the Board as the tenderer for a contract for the supply of goods or services;
 - (g) Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any industrial relations matter arising between the Board and its employees (if disclosure would prejudice the Board in those or other related consultations or negotiations);
 - (h) Any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Board or the determination of any matter affecting the Board (whether, in either case, proceedings have been commenced or are in contemplation);
 - (i) Any action taken or to be taken in connection with the prevention, investigation or prosecution of crime;
 - (j) Information furnished to the Board in confidence by an external body;
 - (k) Information which is part of an ongoing whistleblowing investigation.
- (2) Any report which is to be considered as confidential business shall be marked confidential.
- (3) Any item of confidential business will cease to be treated as confidential when the Clerk in consultation with the Chair so resolves (subject to any external restriction on so doing). All confidential items are given a confidentiality review date at which point the Clerk consults with the Chair as to whether the items become public or the confidentiality review date is to be

extended. Confidential items which involve personal information such as staff or student names will remain confidential indefinitely.

- (4) Subject only to paragraph (3) a member of the Board or of its staff should not disclose any confidential business, including any report or minute, to any person other than is necessary to enable the business to be dealt with.

8. CONFLICTS OF INTEREST

1. Like other people who owe a fiduciary duty. Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
2. Members are reminded that in line with the Group's Instrument of Government they must not take or hold any interest in any of the Group's properties without the written approval of the Secretary of State for Education and Skills.
3. Members are also reminded that in line with Group's Instrument of Government they must disclose to the Board or committee the nature and extent of any financial interest which they have, or may have, in:-
 - (a) the supply of work or goods to or for the purposes of the Group;
 - (b) any contract or proposed contract concerning the Group; or
 - (c) any other matter relating to the Group.
4. However, an interest does not have to be financial for the purposes of disclosure. If it is likely or, if publicly known, perceived as being likely to interfere with the exercise of a Member's independent judgment, then the interest, financial or otherwise should:-
 - (a) be reported to the Clerk; and
 - (b) be fully disclosed to the Board or committee before the matter giving rise to the interest is considered.

Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered if required by a majority of those present to do so, and on no account may vote in relation to the matter.

PART 2

THE WKCIC GROUP

INSTRUMENT OF GOVERNMENT

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Interpretation of the terms used

1. In this Instrument of Government:

- (a) any reference to “the Principal” or “Chief Executive” shall include a person acting as Principal and Chief Executive;
- (b) “the Board” means the board of the Corporation;
- (c) “the Clerk” means the Clerk to the Corporation;
- (d) “the Corporation” means any further education corporation to which this Instrument applies;
- (e) “the institution” means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation (‘the Board’) 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 telephone and/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 (‘the Board’) as appropriate for members to have;
- (i) “staff member” and “student member” have the meanings given to them in clause 2;
- (j) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills;
- (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 clauses 2 and 3.

Composition of the Board

2. (1) The Board shall consist of:

- (a) up to fourteen members or such other number of members approved by the Board who have the necessary skills to ensure that the Board carries out its functions under article 3 of the Articles of Government;
- (b) the Chief Executive of the institution;
- (c) at least one and not more than three members who are members of the institution’s staff (such appointments to provide a staff voice to the Board rather than to represent staff interests) and have a contract of employment with the institution and who have been nominated and elected as set out in paragraphs (3), (4) or (5) (“staff members”); and
- (d) at least one and not more than three members who are students at the institution and have been nominated and elected by their fellow students, or if the Board so decides, by a recognised association representing such students (“student members”).

(2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the

institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.

(3) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Board under paragraph (1).

Determination of membership numbers

3. (1) Subject to clause 2 and the arrangements in clause 4, the number of members of the Board and the number of members of each variable category shall be that decided by the Board.

(2) No determination under this clause shall terminate the appointment of any person who is already a member of the Board at the time when the determination is made.

Appointment and remuneration of the members of the Board

4. (1) Subject to paragraph (2) the Board is the appointing authority in relation to the appointment of its members.

(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.

(3) The appointing authority may decline to appoint a person as staff or student member if:

(e) it is satisfied that the person has been removed from office as a member of a further education corporation in the past; or

(f) the appointment of the person would contravene any rule or bye-law made under articles 7, 8 and 9 of the Articles of Government 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 members appointed by the appointing authority; or

(g) the person is ineligible to be a member of the Board because of clause 8 or clause 9.

(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) Subject to the prior consent of the Charity Commission and on the authority of a meeting of the Board, a member may be paid a fee for acting as a member provided that:

(h) no member shall participate in any decision concerning the payment of fees to him or her or relating to the amount of any such fees;

(i) the Board shall in every case determine that the particular responsibilities of the member concerned are such as to justify the payment of a fee;

(j) the fee payable shall not be more than is reasonable;

(k) fees shall not be payable to more than a minority of the members; and

- (l) every arrangement for the payment of such remuneration shall be set out in a written agreement with the member concerned.

Appointment of the Chair and Vice-Chair

- 5. (1) The members of the Board shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Chief Executive nor any staff or student member shall be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If both the Chair and the Vice-Chair are absent from any meeting of the Board, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chair shall hold office for such period as the Board decides.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Board is satisfied that:
 - (i) the Chair is unfit or unable to carry out the functions of office; and/or
 - (ii) that it is no longer in the best interests of the Board for the Chair to continue to carry out the functions of officeit may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Board is satisfied that:
 - (i) the Vice-Chair is unfit or unable to carry out the functions of office; and/or
 - (ii) that it is no longer in the best interests of the Board for the Vice-Chair to continue to carry out the functions of officeit may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (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 from among themselves.
- (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 from among themselves.
- (10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Board under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Clerk to the Board

6. (1) The Board shall appoint a person to serve as its Clerk, but the Chief Executive, Chair and Vice-Chair may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Board shall appoint a person to serve as a temporary Clerk, but the Chief Executive may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Board and any of its committees.
- (5) The Clerk may also be a member of staff at the institution.

Persons who are ineligible to be members

7. (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Chief Executive.
- (4) Paragraph (3) does not apply to a student who is employed by the Board in connection [with the student's role as an officer of a students' union].
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:
 - (m) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (n) if the bankruptcy order is annulled, at the date of that annulment; or
 - (o) 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
 - (p) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (q) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification 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.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if:

- (r) 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
- (s) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- (t) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

(9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a member of the Board becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

The term of office of a member

8. (1) A member of the Board shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.

(3) Paragraph (2) is subject to any rule or bye-law made by the Board under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

Termination of membership

9. (1) A member may resign from office at any time by giving notice in writing to the Clerk.

(2) If at any time the Board is satisfied that:

- (u) any member is unfit or unable to discharge the functions of a member; and/or

- (v) it is no longer in the best interests of the Board for the member to continue to carry out the functions of office; and/ or
- (w) any member has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board;

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

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

(4) A student member shall cease to hold office:

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

and the office shall then be vacant.

Suspension of membership

10. (1) If at any time the Board is satisfied that it is not in the best interests of the Board for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Board may by notice in writing to that member suspend the member from office until further notice.

Members not to hold interests in matters relating to the institution

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

(dd) has any other interest of a type specified by the Board or included within relevant best practice governance code/s, in any matter relating to the institution.

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

(4) Where the matter under consideration by the Board or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member shall withdraw from the meeting.

(5) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available to all members and to such other persons and on such terms as the Board may approve from time to time.

Meetings

12. (1) The Board shall meet at least three times a year and shall hold such other meetings as may be necessary.

(2) Subject to paragraphs (4) and (5) and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board (whether in hard copy or electronically) written notice of the meeting and a copy of the proposed agenda.

(3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

(4) A meeting of the Board, called a "special meeting", may be called at any time by the Chair or at the request in writing of any [five – less?] members.

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

(6) Every member shall act in the best interests of the Board and shall not be bound to speak or vote by mandates given by any other body or person.

Quorum

13. (1) Meetings of the Board shall be quorate if the number of members present (not including staff and student members) is at least 40% of the total number of members, determined according to clause 3.

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

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

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

Proceedings of meetings

14. (1) Every question to be decided at a meeting of the Board shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- (2) Where, at a meeting of the Board, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- (3) A member may not vote by proxy or by way of postal vote.
- (4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Board who is a member of staff at the institution, including the Chief Executive, shall withdraw:
- (ee) from that part of any meeting of the Board, 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;
 - (ff) from that part of any meeting of the Board, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - (gg) from that part of any meeting of the Board, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class. Where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - (hh) if so required by a resolution of the other members present, from that part of any meeting of the Board or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (6) A student member who is under the age of 18 shall not vote at a meeting of the Board, or any of its committees, on any question concerning any proposal:
- (ii) for the expenditure of money by the Board; or
 - (jj) under which the Board, or any members of the Board, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- (7) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Board or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(8) In any case where the Board, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:

- (kk) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (ll) where required to do so by a majority of the members, other than student members, of the Board or committee present at the meeting, withdraw from the meeting.

(9) The Clerk:

- (mm) shall withdraw from that part of any meeting of the Board, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
- (nn) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Board is required to withdraw under paragraph (5).

(10) If the Clerk withdraws from a meeting, or part of a meeting, of the Board or a committee of the Board, the Board or the committee shall appoint a person from among themselves to act as Clerk to the Board or committee during this absence.

(11) Every member shall act in the best interests of the Board and shall not be bound to speak or vote by mandates given by any other body or person.

(12) Members may participate in any meeting irrespective of where any member is or how the members communicate with each other but so that such members shall be required to be able to hear each other. If members participate in a meeting when they are not all in the same place, then they may decide that meeting is treated as taking place wherever any of them is.

(13) Any decision that could be made by a meeting of the Board or any committee thereof shall be capable of being validly made if a resolution in writing is agreed to that effect by such number of persons being at least the minimum number required to pass a resolution at a meeting and eligible to be at the relevant quorate meeting of the Board or committee thereof (as the case may be).

(14) Any meeting or communication with a member of the Board or any committee thereof shall be capable of being made by electronic means (as defined in section 1168 (3) to (6) (inclusive)) Companies Act 2006

Minutes

15. (1) Written minutes of every meeting of the Board shall be prepared, and, subject to paragraph (2), at every meeting of the Board the minutes of the last meeting shall be taken as an agenda item.

(2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

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

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the Chief Executive, student members or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings

16. The Board shall decide any question as to whether a person should be allowed to attend any of its meetings in accordance with any rules or bye laws made under Article 23 of the Articles of Government or if none then at the meeting itself.

Publication of minutes and papers

17. (1) The Board shall make rules and bye laws under Article 23 of the Articles of Government and regularly review such rules and bye laws in respect of the publication (and manner of publication) to persons not being members or the Clerk of:

- (oo) the agenda for every meeting of the Board;
- (pp) the signed minutes of every such meeting; and
- (qq) any report, document or other paper considered at any such meeting,

(2) There shall be excluded from any item made available for publication any material relating to:

- (rr) a named person employed at or proposed to be employed at the institution;
- (ss) a named student at, or candidate for admission to, the institution;
- (tt) the Clerk; or
- (uu) any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis.

Copies of the Instrument of Government

18. A copy of this Instrument shall be given free of charge to every member of the Board and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection to any person on the institution's website.

Change of name of the Corporation

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

Indemnity

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

Application of the seal

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

ARTICLES OF GOVERNMENT

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Interpretation of the terms used

1. In these Articles of Government:

- (xx) any reference to “the Principal” or “the Chief Executive” shall include a person acting as Principal and Chief Executive;
- (yy) “the Articles” means these Articles of Government;
- (zz) “the Board” means the board of the Corporation;
- (aaa) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation (‘the Board’) appointed under clause 5 of the Instrument of Government;
- (bbb) “the Clerk” has the same meaning as in the Instrument of Government;
- (ccc) “staff member” and “student member” have the same meanings as in the Instrument of Government;
- (ddd) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills;
- (eee) “senior post” means the post of Chief Executive and such other senior posts as the Corporation (‘the Board’) may decide for the purposes of these Articles;
- (fff) “the staff” means all the staff who have a contract of employment with the institution;
- (ggg) “the students’ union” has the same meaning as in the Instrument of Government.

Conduct of the institution

2. The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Board, the Chief Executive and the Clerk

3. (1) The Board shall be responsible for the following functions:
- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (c) overseeing the quality of teaching and learning within the institution and associated improvement strategies;
 - (d) the effective and efficient use of resources, the solvency of the institution and the Board 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 Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - (g) setting a framework for the pay and conditions of service of all other staff.
- (2) Subject to the responsibilities of the Board and to the provisions of Clause 3 below, the Chief Executive of the institution shall be responsible for the following functions:

- (a) making proposals to the Board about the educational character and mission of the institution and implementing the decisions of the Board;
 - (b) the determination of the institution's academic mission and other activities;
 - (c) preparing annual estimates of income and expenditure for consideration and approval by the Board, and the management of budget and resources within the estimates approved by the Board;
 - (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 Board, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff.
- (3) The Clerk shall be responsible for the following functions:
- (a) advising the Board with regard to the operation of its powers;
 - (b) advising the Board with regard to procedural matters;
 - (c) advising the Board with regard to the conduct of its business; and
 - (d) advising the Board with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

- 4.(1) The Board may establish committees for any purpose or function, other than those assigned in these Articles to the Chief Executive or Clerk and may delegate powers to:
- (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Chief Executive.
- (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 Board.
- (3) The Board may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

The search committee

- 5.(1) The Board shall establish a committee, to be known as the "search committee" or by another name as approved by the Board, to advise on:
- (a) the appointment of members (other than as a staff or student member); and
 - (b) such other matters relating to membership and appointments as the Board may ask it to.
- (2) The Board shall not appoint any person as a member [(other than as a staff or student member)] without first consulting and considering the advice of the search committee.

- (3) The Board may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search committee's terms of reference and its advice to the Board, other than any advice which the Board is satisfied should be dealt with on a confidential basis, shall be published as the Board may decide by rule or byelaw from time to time under Article 23 of these Articles of Government.
- (4) The Board shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

The audit committee

- 6.(1) The Board shall establish a committee, to be known as the "audit committee" or by another name as approved by the Board, to advise on matters relating to the Board's audit arrangements and systems of internal control.
- (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 any agreement with the Skills Funding Agency (or any successor body).

Composition of committees

7. Any committee established by the Board, other than the committee referred to in article 10, may include persons who are not members of the Board.

Access to committees by non-members and publication of minutes

8. The Board 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.

Delegable and non-delegable functions

9. The Board 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 Board and for safeguarding their assets;
 - (d) the appointment of the Chief Executive or holder of a senior post ;
 - (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.
- 10.(1) The Board 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 Clerk or the holder of a senior post, other than to a committee of members of the Board.

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

- 11. The Chief Executive may delegate functions as he or she shall see fit subject to any rules or bye laws passed by the Board by rule or bye law from time to time under Article 23 of these Articles of Government.

Appointment and promotion of staff

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

- (a) unless it shall decide otherwise advertise the vacancy nationally; and
- (b) appoint a selection panel consisting of:
 - (i) such members of the Board as the Board shall determine from time to time.

- (2) The members of the selection panel shall:

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

- (3) If the Board approves the recommendation of the selection panel, that person shall be appointed.

- (4) If the members of the selection panel are unable to agree on a person to recommend to the Board, or if the Board does not approve their recommendation, the Board may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.

- (5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:

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

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

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

Rules relating to the conduct of staff

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

Academic freedom

15. In making rules under article 14, the Board shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures

- 16.(1) After consultation with staff, the Board shall make rules setting out:

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

and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(l) and 17.

- (2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.
- (3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Board considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Clerk

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

Students

- 18.(1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Board.

- (2) The students' union shall present audited accounts annually to the Board.
- (3) After consultation with representatives of the students, the Board shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

19. The Board 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 Education and Skills Funding Agency (or any successor body).

Co-operation with the Education and Skills Funding Agency's auditor

20. The Board shall co-operate with any person who has been authorised by the Education and Skills Funding Agency (or any successor body) in accordance with any agreement from time to time between the Board and Skills Funding Agency (or any successor body) 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 Board, including computer records.

Internal audit

- 21.(1) The Board 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 Board's resources.
- (2) The Board may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.
- (3) The Board shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

Accounts and audit of accounts

- 22.(1) The Board 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 Board.
- (2) The statement shall:
 - (a) give a true and fair account of the state of the Board'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 Education and Skills Funding Agency (or any successor body) under any agreement from time to time between the Board and the Education and Skills Funding Agency as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
- (3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Board in respect of each financial year.

- (4) The Board shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 21.
- (5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the Education and Skills Funding Agency (or any successor body) under any agreement from time to time between the Board and the Education and Skills Funding Agency.
- (6) The “financial year” means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
- (7) The “first financial year” means the period from the date the Board was established up to the second 31st July following that date, or up to some other date which has been chosen by the Board.
- (8) If the Corporation is dissolved:
 - (a) the last financial year shall end on the date of dissolution; and
 - (b) the Board may decide, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

23. The Board shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

Copies of Articles of Government and rules and bye-laws

24. A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Board and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection on the institution’s website by any person.

Modification or replacement of the Instrument and Articles of Government

- 25.(1) Subject to paragraph (2), the Board may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Board’s view, are likely to be affected by the proposed changes.
- (2) The Board shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

26. (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities in accordance with any relevant legal requirements from time to time.

(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.