



## Halesowen College Corporation

### INSTRUMENT AND ARTICLES OF GOVERNMENT

The following Instrument and Articles of Government conforms to the requirements outlined in Schedule 4 of the Further and Higher Education Act 1992.

Halesowen College will be conducted in accordance with the provisions of these Instrument and Articles of Government, any rules or bye-laws made under these and any trust deed regulating the institution. Where deemed appropriate the Corporation may suspend Instrument and Articles or Standing Orders where it would not contravene the requirements of Schedule 4 of the Further and Higher Education Act 1992 and/or regulations under legal, funding or charitable regulations.

### STANDING ORDERS

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## **Interpretation of the terms used**

### **1. In this Instrument of Government—**

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Director of Governance” means the Director of Governance;
- (c) “the Corporation” means Halesowen College Corporation
- (d) “the institution” means Halesowen 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(1);
- (e) “this Instrument” means this Instrument of Government;
- (f) “the CE of Skills Funding” means the Chief Executive of Education and Skills Funding;
- (g) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (i) “staff member” and “student member” have the meanings given to them in instrument 2;
- (j) “the Secretary of State” means the Secretary of State for Education
- (k) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (l) “Standing Orders” means the Standing Orders of the Corporation, as amended by the Corporation from time to time;
- (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) a “variable category” means any category of members whose numbers may vary according to instruments 2;
- (o) “written resolution” means a resolution in writing agreed to by over 50% of the members of the Corporation who would have been entitled to vote upon it had it been proposed at a meeting which is passed in accordance with the procedure set out in the Standing Orders.

## **2. Composition and appointment of members of the Corporation**

### **2.1 Composition of the Corporation**

- (1) the Corporation shall consist of—
  - (a) a minimum two members, to include one member of staff and one student appointed by a method determined by the Corporation;
  - (b) any number of members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under the Articles of Government;
  - (c) the Principal of the institution;
- (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 will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation.
- (4) The Corporation may at any time vary the number of members provided that minimum requirements of composition as here outlined (and in accordance with schedule 4) are met and that this does not terminate the appointment of any person who is already a member of the Corporation.
- (5) Where the office of any member becomes vacant the appointing authority will as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.
- (6) A member of the Corporation will hold and vacate office in accordance with the terms of the appointment, but the length of a term of office will not exceed four years.
- (7) Members retiring at the end of a term of office will be eligible for reappointment, and instrument 2 will apply to the reappointment of a member as it does to the appointment of a member.

### **2.2 Appointing Authority**

- a. Subject to (2.2b) the Corporation is the appointing authority.
- b. If the number of members falls below the number needed for a quorum the Secretary of State is the appointing authority in relation to those members needed for a quorum.

## **1. Appointment of members and terms of office**

- 1.1 The Personnel Committee will consider nominations and applications (other than those of staff and student governors).
- 1.2 The Personnel Committee will refer to composition and skills before making recommendations to the Corporation in relation to all appointments, reappointments and co-options it is recommending.

The Corporation welcomes applications from all groups of society, including those who are underrepresented.
- 1.3 Nominations or applications may be sought from an organisation or an individual, or through advertisement on behalf of the Corporation by the Personnel Committee.
- 1.4 Persons who may wish to self-nominate or to nominate another person for consideration as a member of the Corporation of Halesowen College, in relation to a vacancy, should contact the Director of Governance.
- 1.5 For the position of student member(s) the Principal, or their agent, will organise an appropriate selection process, the results of which will be presented to the Corporation. The Student member is to be a student at the College. The student member is appointed for an academic year.
- 1.6 For the position of staff member, the Director of Governance will organise an election amongst all employees, the results of which will be presented to the Corporation. The staff member is to be employed under a contract of permanent employment (and may be a member of the academic or the non-academic staff). The staff member is appointed for a period of office of two years.
- 1.7 Subject to relevant procedures and eligibility criteria members are eligible for consideration for reappointment, however staff and student positions are subject to an election process.
- 1.8 The Corporation requires compliance with eligibility criteria therefore all appointments and reappointments, including co-options, will be made in compliance with agreed stipulations regarding eligibility, which includes DBS checks. All members are required to declare and keep their eligibility under review. DBS checks are conducted for new appointees and subsequently every three years in office.
- 1.9 New member appointments (other than staff and student) are usually made for a one-year term of office in the first instance, with potential for further appointment terms of a period of up to four years.
- 1.10 Unless the Corporation resolves otherwise (on the basis that it is in the best interests of the Corporation), no individual shall be appointed as a member for more than two consecutive terms of four years, (or the sum of shorter terms reaching eight years). Should the Corporation resolve to extend an individual's consecutive appointments beyond this limit, such extension shall be for no more

### 3. Termination of Membership

- 3.1. A member may resign from office at any time by giving notice in writing to the Director of Governance.
- 3.2. If at any time the Corporation is satisfied that any member is unfit or unable to discharge the functions of a member; or has been absent for a period longer than 6 consecutive months, without the permission of the Corporation the Corporation may by notice in writing to that member remove the member from office and the office will then be vacant.
- 3.3. 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 will then be vacant.
- 3.4. A student member shall cease to hold office — after ceasing to be a student at the College and the office will then be vacant.

### 4. Members not to hold interests in matters relating to the institution

- 4.1 Members will complete a declarations of interest register and review this at least annually.
- 4.2 Except with the written approval of the Secretary of State, no member shall acquire or hold any interest in any property that is held or used for the purposes of the institution.
- 4.3 A member will-disclose to the Corporation the nature and extent of the interest; and
  - i. if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter 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
  - ii. withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

This 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;
  - 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.

than twelve months and any further extension must be approved by resolution of the Corporation after full review of such individual's appointment by the Personnel Committee.

- 1.11 The Corporation, following consideration by the Personnel Committee, may appoint previous members following a break in service.

### 2. Eligibility and persons who are ineligible to be members

- 2.1 All members are required to sign and keep under review a Declaration of Eligibility. Ineligibility includes but is not limited to the following:
- 2.2 No one under the age of 18 years may be a member, except as student member.
- 2.3 The appointing authority may decline to appoint a person as a member if
  - a) 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 the number of years which a person may serve.
- 2.4 The Director of Governance may not be a member.
- 2.5 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 Principal. This does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- 2.6 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 (1986 c.45 as amended by the Enterprise Act 2002 (c. 40)), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

Where, as detailed under 2.6 bankruptcy, bankruptcy (or interim) restrictions order or undertaking order or composition or arrangements with creditors including an individual voluntary agreement is annulled or discharged that disqualification shall cease.

- 2.7 Subject to paragraph 2.8 a person shall be disqualified from holding, or from continuing to hold, office as a member if —
  - a) 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
  - b) 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

<p>This 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.</p> <p>4.4 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</p> <ul style="list-style-type: none"> <li>a) need not disclose a financial interest; and</li> <li>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</li> <li>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.</li> </ul> <p>4.5 The Director of Governance will maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.</p>	<ul style="list-style-type: none"> <li>c) 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</li> </ul> <p>2.8 For the purpose of this Standing Order 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.</p> <p>2.9 In addition, a person shall be disqualified from holding, or from continuing to hold, office as a member if they would be otherwise disqualified by law from acting as a trustee of a charity under sections 178 to 181 of the Charities Act 2011.</p> <p>Note</p> <ul style="list-style-type: none"> <li>a) the expansion of criteria under changes to the automatic disqualifications for charities which came into force on the 1st August 2018.</li> <li>b) There is some scope for individual trustees to apply for a waiver should they become disqualified.</li> <li>c) Further Government guidance on automatic disqualifications and waivers is available at <a href="https://www.gov.uk/guidance/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions#the-current-automatic-disqualification-rules">https://www.gov.uk/guidance/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions#the-current-automatic-disqualification-rules</a>.</li> </ul> <p>2.10 Upon a member of the Corporation becoming disqualified from continuing to hold office for any reason, the member shall immediately give notice of that fact to the Director of Governance.</p>
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**5. Appointment of the Chair and Vice-Chair**

The members of the Corporation will appoint a Chair and a Vice-Chair

- a) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- b) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- c) The Chair and Vice-Chair shall hold office for such period as the Corporation decides.
- d) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Director of Governance.
- e) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice removing the Chair from office and the office shall then be vacant.
- f) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice removing the Vice-Chair from office and the office shall then be vacant.
- g) 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.
- h) 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.
- i) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment, subject to any rule or bye-law made by the Corporation. concerning the number of terms of office which a person may serve.

**3. Appointment of the Chairs and Vice-Chairs**

- 3.1. The Chair and Vice Chair of Corporation will be appointed for a period of four years unless otherwise determined by the Corporation, or the individual ceases to be a member of the Corporation.
- 3.2 Chairs and Vice Chairs of committees will be appointed for two years.
- 3.3 Membership of committees will be kept under annual review.

<p><b>6. Appointment of the Director of Governance</b></p> <p>6.1 The Corporation will appoint a Director of Governance, who may not be the Principal.</p> <p>6.2 In the temporary absence of the Director of Governance, the Corporation will appoint a person to serve as a temporary Director of Governance, but this may not be the Principal. Any reference in this Instrument to the Director of Governance will include any temporary Director of Governance appointed.</p> <p>6.3 Subject to declarations and requirements on withdrawal, the Director of Governance will be entitled to attend all meetings of the Corporation and any of its committees.</p> <p>6.4 The Director of Governance may also be a member of staff at the institution but may not be employed in any other role outside of the job description for the Director of Governance.</p> <p><b>7. Meetings</b></p> <p>7.1 Meetings of the Corporation will be called, notified and conducted in accordance with Standing Orders.</p> <p>7.2 The Quorum for meetings of the Corporation shall be determined in accordance with Standing Orders.</p> <p>7.3 The proceedings of meetings, including matters relating to the recording of meetings, public access to meetings and the publication of recordings of meetings shall be carried out in accordance with Standing Orders.</p>	<p><b>4. Meetings</b></p> <p>4.1 The Corporation will meet as often as required to conduct its duties.</p> <p>4.2 Subject to the remainder of this Standing Order, all meetings of the Corporation will be called by the Director of Governance,</p> <p>4.3 The Director of Governance will, 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.</p> <p>4.4 A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.</p> <p>4.5 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 of the Corporation and a copy of the proposed agenda may be given within less than seven calendar days.</p> <p>4.6 Every member will act in the best interests of the Corporation and will not be bound to speak or vote by mandates given by any other body or person.</p> <p>4.7 Committees or panels dealing with appeals, disciplinary and grievance and dismissal issues, will be convened as required and in accordance with their terms of reference.</p> <p>4.8 Working party meetings can be organised if required.</p> <p>4.9 A request from a member for an agenda item (with or without papers) will be accepted, unless the Chair of the Corporation or Committee decides otherwise.</p> <p>4.10 Any other business will be a standing agenda item except where the meeting is a Special meeting, or a committee formed under the Disciplinary and Grievance procedures.</p> <p>4.11 Confidential items will be clearly indicated. Reports to be considered by a meeting will in general be forwarded to members with the agenda. Where it is known that under an agenda item a member will be required automatically to withdraw, papers for that item will be not be forwarded to that member.</p> <p>4.12 For the purposes of these Standing Orders, references to “writing” and “written” include e-mail and communication sent or supplied by any other electronic means (and “electronic means” has the meaning given in section 1168 of the Companies Act 2006), save in relation to any communication to be addressed to a member of the Corporation and/or a committee who has notified the Director of Governance that they do not wish to receive communication by e-mail or communication sent or supplied by any other electronic means.</p>
	<p><b>5. Attendance and Quorum requirements for meetings</b></p> <p>5.1 The quorum for Corporation Meetings is at least 40 per cent of the total number of actual members in post and entitled to vote on the issue under consideration, provided that there are at least five external members present.</p> <p>a) A minimum of five governors, to include two external members, may be instigated where extreme circumstances dictate.</p>

- b) Committee quorum arrangements are in accordance with their terms of reference.
- c) Co-optees contribute to quorum and attendance.
- 5.2 If not quorate the meeting will not be held.
- 5.3 If a meeting ceases to be quorate the meeting will be terminated.
- 5.4 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.
- 5.5 Unless a member of that Committee the attendance of the Chair, Vice Chair or Principal at a Committee meeting is ex-officio and does not form part of the quorum.
- 5.6 Attending staff or an attending Corporation member who is not a member of that Committee do not form part of the quorum of a committee meeting.
- 5.7 Attendance at no less than 80% of meetings is expected. The Corporation will monitor attendance of members and will make recommendations for action where necessary.
- 5.8 Any member who expects to be absent for a period of 6 consecutive months or more may seek permission from the Corporation for a leave of absence, which will be granted if the member is likely to be able to resume his or her duties within a reasonable timescale.
- 5.9 The Corporation will 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 Director of Governance or the Chief Executive and in making its decision, it shall give consideration to confidentiality clauses.
- 5.10 Staff of the College will attend Committee meetings as appropriate to support the work of the Corporation.
- 5.11 The Corporation's advisers or third parties may be invited to meetings as appropriate. External advisers may, where required, be commissioned by the College and invited to attend a meeting of the Corporation. Such persons shall not have a vote but will be entitled to speak at the meeting.

**6. Proceedings at Meetings**

- 6.1 Every question to be decided at a meeting will be decided by a majority of the votes cast by members present and entitled to vote.
- 6.2 Should there be an equal division of votes the Chair of the meeting will have a second or casting vote.
- 6.3 At the discretion of the Chair, (for exceptional circumstances) a member may vote by proxy.
- 6.4 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.
- 6.5 A member of staff will withdraw (unless required under the Grievance, Disciplinary, Suspension and Appeals procedures)
  - 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



	<p>from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;</p> <ul style="list-style-type: none"> <li>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;</li> <li>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</li> <li>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 are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.</li> </ul> <p>6.6 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:</p> <ul style="list-style-type: none"> <li>a) for the expenditure of money by the Corporation; or</li> <li>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.</li> </ul> <p>6.7 Except as provided by rules made relating to appeals and representations by students in disciplinary cases, a student member will 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.</p> <p>6.8 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</p> <ul style="list-style-type: none"> <li>a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and</li> <li>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.</li> </ul> <p>6.9 The Director of Governance:</p> <ul style="list-style-type: none"> <li>a) will withdraw from that part of any meeting of the Corporation, or any of its committees, at which their Director of Governance remuneration, conditions of service, conduct, suspension, dismissal, or retirement in the capacity of Director of Governance are to be considered; and</li> <li>b) where the Director of Governance is a member of staff at the institution, the Director of Governance will withdraw in any case where a member of the Corporation is required to withdraw under paragraph 6.5.</li> </ul>
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	<p>6.10 If the Director of Governance withdraws from a meeting, or part of a meeting, of the Corporation or a committee, the Corporation will appoint a person from among themselves to act as Director of Governance during this absence.</p> <p>6.11 Members may be required to withdraw regarding a conflict of interests in matters relating to the institution.</p> <p>6.12 Corporation Members must adhere to the Halesowen College Gifts and Hospitality Policy. The Director of Governance should be contacted regarding any governor declarations.</p> <p>6.13 The Corporation is collectively responsible in taking decisions. Guidance on member responsibilities and conduct is provided in the 'Further Education Code of Good Governance'.</p> <p>6.14 If there is a general disturbance the Chair may adjourn the meeting. If there is wilful misconduct by an attendee, that person will be asked to desist or leave the meeting.</p>
<p><b>8. Written Resolutions</b></p> <p>The Corporation may take decisions by way of written resolution.</p>	<p><b>7. Written Resolutions</b></p> <p>7.1 A resolution in writing agreed to by over 50% of the members who would have been entitled to vote upon it had it been proposed at a meeting ("written resolution") shall be effective provided that:</p> <ul style="list-style-type: none"> <li>a) A copy of the proposed resolution is sent to every eligible member;</li> <li>b) Over 50% of the eligible members have signified agreement to the resolution; and</li> <li>c) It is contained in a document which has been received by the Director of Governance at the address specified in the written resolution within the period of 14 days beginning with the circulation date (the resolution being deemed passed on the date that over 50% of the eligible members have signified agreement to the resolution).</li> </ul> <p>7.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement and which have been verified by the Director of Governance.</p> <p>7.3 A written resolution will lapse if it is not passed before the end of the period of 14 days beginning with the circulation date.</p> <p>7.4 For the purpose of this clause "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different dates, to the first of those days.</p>
	<p><b>8. Minutes</b></p> <p>8.1 Minutes will record attendance</p> <p>8.2 Minutes will remain as draft until approved by the following meeting of the Corporation or committee.</p> <p>8.3 Unless of a confidential item, they will be taken as the first agenda item following Apologies and Declarations of Interest, (except for Special meetings, and meetings called in relation to the Staff Disciplinary and Grievance procedures, or where otherwise agreed by the members present).</p>

	<p>8.4 Separate minutes will be taken of those parts of meetings of the Corporation from which staff or student members, or members of staff have withdrawn and such persons will not be entitled to see the minutes of that part of the meeting or any papers relating to it.</p> <p>8.5 Where an item is confidential, a separate minute is taken and is subject to the same processes as non-confidential minutes and kept by the Director of Governance in a separate file, which is not open to the public. The confidential file is regularly reviewed to release items deemed no longer confidential.</p> <p>8.6 Any decision taken by written resolution will be filed as if it were a set of minutes, to be noted for information at the next meeting of the Corporation.</p>
<p><b>9. Copies of the Instrument of Government</b></p> <p>A copy of this Instrument and Articles and of any bye-laws will 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 at the institution.</p> <p><b>10. Change of name of the Corporation</b></p> <p>The Corporation may change its name with the approval of the Secretary of State.</p> <p><b>11. Application of the seal</b></p> <p>The application of the seal of the Corporation will be authenticated by— 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 the signature of any other member.</p>	<p><b>9. Public access to agendas and reports</b></p> <p>9.1 Subject to paragraph 11.3 below, the Corporation shall ensure that a copy of:</p> <ol style="list-style-type: none"> <li>a) the agenda for every meeting of the Corporation;</li> <li>b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;</li> <li>c) the approved minutes of every such meeting; and</li> <li>d) any report, document or other paper considered at any such meeting, will as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.</li> </ol> <p>9.2 The Corporation will ensure that non confidential minutes are placed on the institution’s website, and will, despite any rules the Corporation may make regarding the archiving of such material, remain available for physical inspection and remain on its website for a minimum period of twelve months.</p> <p>9.3 There will be excluded from any item made available for inspection material relating to:</p> <ol style="list-style-type: none"> <li>a) a named person employed at or proposed to be employed at the institution;</li> <li>b) named student at, or candidate for admission to, the institution;</li> <li>c) the Director of Governance; or</li> <li>d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.</li> <li>e) information provided in confidence by a third party who has not authorised its disclosure, financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;</li> <li>f) information relating to the financial position of the College where the governing body is satisfied in good faith that disclosure might harm the College or its competitive position;</li> <li>g) legal advice received from or instructions given to the College legal advisers;</li> <li>h) information planned for publication in advance of that publication; and</li> <li>i) matters not otherwise covered above but considered to be commercially sensitive.</li> </ol> <p>9.4 No member should disclose to any person the whole or any part of the contents of any agenda, report or other document which is marked ‘not for publication, restricted access or confidential’ unless and until the document has been made</p>

	<p>available to the public by or on behalf of the Corporation or Committee. Members should not disclose to any person other than a member of the Corporation, any matter arising during the proceedings of any Committee, Sub Committee, panel or member working group or any other matter coming to his knowledge by virtue of his office as member, when such disclosure would prejudice the interests of the Corporation.</p> <p>9.5 With reference to both data protection and public interest, the Corporation will review regularly all material excluded from inspection under paragraph 9.3 above and act appropriately regarding retention, making available for inspection or disposal.</p>
<p style="text-align: center;"><b>ARTICLES OF GOVERNMENT CONTENTS</b></p> <ol style="list-style-type: none"> <li>1. Interpretation of the terms used</li> <li>2. Responsibilities of the Corporation, the Principal and the Director of Governance <ol style="list-style-type: none"> <li>3 Delegable and non-delegable functions</li> </ol> </li> <li>4. Committees</li> <li>5 Appointment and promotion of staff</li> <li>6 Rules relating to the conduct of staff and Academic Freedom</li> <li>7. Grievance, suspension and disciplinary procedures</li> <li>8. Students</li> <li>9. Financial matters</li> <li>10. Accounts and audit of accounts</li> <li>11. Co-operation with authorised audit</li> <li>12. Internal audit</li> <li>13. Rules and bye-laws</li> <li>14. Copies of Articles of Government and rules and bye-laws</li> <li>15 Modification or replacement of the Instrument and Articles of Government</li> <li>16 Dissolution of the Corporation</li> </ol> <p><b>1.</b> Interpretation of the terms used</p> <p>In these Articles of Government—</p> <ol style="list-style-type: none"> <li>(a) any reference to “the Principal” shall have the same meaning as in the Instrument of Government and include a person acting as Principal;</li> <li>(b) “the Articles” means these Articles of Government;</li> </ol>	<hr/>

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| <ul style="list-style-type: none"><li>(c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under instrument 6 of the Instrument of Government;</li><li>(d) “the Director of Governance” has the same meaning as in the Instrument of Government;</li><li>(e) “the Corporation” has the same meaning as in the Instrument of Government;</li><li>(f) “the CE of Skills Funding” means the Education and Skills Funding Agency, England;</li><li>(g) “staff member” and “student member” have the same meanings as in the Instrument of Government;</li><li>(h) “the Secretary of State” means the Secretary of State for Education;</li><li>(i) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;</li><li>(j) “the staff” means all the staff who have a contract of employment with the institution;</li><li>(k) “Standing Orders” has the same meaning as in the Instrument of Government.</li><li>(l) “the students’ union” has the same meaning as in the Instrument of Government.</li></ul> |  |
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## **2. Responsibilities**

### **2.1 Corporation**

#### **The Corporation will 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) 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 Director of Governance, including, where the Director of Governance is, or is to be appointed as, a member of staff, the Director of Governance'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.

### **2.2 Principal**

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 Director of Governance, where the Director of Governance is also a member of the staff; and

## **10. Chair's Action**

1. The Chair is authorised to take routine action on behalf of the Corporation to include the signing of routine documents, agreeing detailed aspects of the implementation of matters agreed by the Corporation, and action authorised by the Financial Regulations approved by the Corporation.
2. The Chair may also be authorised to take action that is specifically delegated by the Corporation. All such action (other than authorised routine action) will be reported to the next meeting of the Corporation.
3. The Chair is authorised to act on behalf of the Corporation when there is a matter requiring urgent attention and any delay would disadvantage the College, as long as it does not contravene the Instrument and Articles of Government and the circumstances are such that a Special meeting of the Corporation could not practically be convened. Notification of the action taken by the Chair will be reported to other members of the Corporation within two working days.
4. In the absence of the Chair, the Vice Chair shall be authorised to take the Chair's action in relation to urgent business, subject to prior notification to one other member of the Corporation.
5. In authorising the Chair or Vice Chair to take action, the Corporation accepts corporate responsibility for that action.

## **11. The Director of Governance**

1. The office of the Director of Governance is independent. The Director of Governance is line managed by the Chair of the Corporation including annual appraisal.
2. The Director of Governance completes an annual declaration of interests and retains the authority to independently seek external advice.
3. Protocol for resolving difficulties between the Director of Governance and the Corporation, requires the Director of Governance to pursue all avenues to resolve the difficulties informally. If the difficulty cannot be resolved informally, the Director of Governance will put in writing the reasons for the concern and forward as appropriate to either
  - the Chair and/or the Principal,
  - the Chair of the Audit Committee
  - the Corporationand a request can be made that this be recorded in publicly available minutes.

<p>f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.</p> <p><b>2.3 Director of Governance:</b></p> <p>The Director of Governance shall be responsible for the following functions:</p> <p>Advising the Corporation with regard to</p> <ul style="list-style-type: none"> <li>• the operation of its powers;</li> <li>• procedural matters;</li> <li>• conduct of its business; and</li> <li>• matters of governance practice.</li> </ul>	<p>4. If a disagreement has legal implications, then the Director of Governance should take legal advice and or contact the appropriate service or agency and inform the Chair and the Principal having done so. The Director of Governance also has recourse to use the Whistleblowing Policy.</p>
<p><b>3. Delegable and non-delegable functions</b></p> <p>3.1 The Corporation shall not delegate the following functions</p> <ul style="list-style-type: none"> <li>• the determination of the educational character and mission of the institution;</li> <li>• the approval of the annual estimates of income and expenditure;</li> <li>• the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;</li> <li>• the appointment of the Principal or holder of a senior post;</li> <li>• the appointment of the Director of Governance, (including, where the Director of Governance is, or is to be, appointed as a member of staff the Director of Governance’s appointment in the capacity of a member of staff); and</li> <li>• the modification or revocation of the Instrument of Government and these Articles;</li> <li>• the dissolution of the Corporation.</li> </ul> <p>3.2 The Corporation may not delegate the power to determine an appeal in connection with the dismissal of the Principal, the Director of Governance or the holder of a senior post, other than to a committee of members of the Corporation.</p> <p>3.3 The Corporation shall make rules specifying the way in which a committee having functions under paragraph 3.2 shall be established and conducted.</p> <p>3.4 The Principal may delegate functions to the holder of any other senior post other than-</p> <ul style="list-style-type: none"> <li>• the management of budget and resources; and</li> <li>• any functions that have been delegated to the Principal by the Corporation.</li> </ul>	

<p><b>4. Committees</b></p> <p>4.1 The Corporation may establish committees but will not delegate matters that are assigned in the Articles to the Corporation, Principal or Director of Governance.</p> <p>4.2 Matters relating to committees of the Corporation are provided in Standing Orders and Committee Terms of Reference.</p> <p>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 will be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.</p>	<p><b>12. Committees</b></p> <p>12.1 The Corporation has established a Scheme of Delegation.</p> <p>12.2 The Corporation may establish committees for any purpose or function, other than those assigned in the Articles of Government of the Corporation or these Standing Orders to the Principal or Director of Governance and may delegate powers to:</p> <ul style="list-style-type: none"> <li>• such committees</li> <li>• the Chair, or in the Chair's absence, the Vice Chair; or</li> <li>• the Principal</li> </ul> <p>12.3 The number and eligibility of members of a committee and the terms on which they are to hold and to vacate office, will be decided by the Corporation and stipulated with each committee's terms of reference.</p> <p>(Committees established by the Corporation, may where appropriate and unless specified in the committee's terms of reference include persons who are not members of the Corporation).</p>
<p><b>5. Appointment and promotion of senior post holders and the Director of Governance</b></p> <p>5.1. Where there is a vacancy or expected vacancy of a senior post holder, or the Director of Governance the Corporation will put in place an appropriate recruitment process for any successor appointment as determined by the Corporation, including the formation of an appointment panel consisting of a minimum three Governors</p> <p>5.2 Where there is a vacancy for a senior post holder or where a senior post holder is temporarily absent, until that post is filled or the absent post holder returns, a member of staff</p> <ul style="list-style-type: none"> <li>• may be required to act as Chief Executive or in the place of any other senior post holder; and</li> <li>• 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</li> </ul> <p>5.3. The Chief Executive shall have responsibility for putting in place appropriate procedures for appointment of all members of staff other than:</p> <ul style="list-style-type: none"> <li>(a) senior post holders; and</li> <li>(b) where the Director of Governance is also to be appointed as a member of staff.</li> </ul>	



<p><b>6. Rules relating to the conduct of staff and academic freedom</b></p> <p>6.1. After consultation with the staff, the Corporation will make rules relating to their conduct.</p> <p>6.2. 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.</p>	
<p><b>7 Grievance, suspension and disciplinary procedures</b></p> <p>7.1 After consultation with staff, the Corporation will make rules setting out</p> <ol style="list-style-type: none"> <li>a) grievance procedures for all staff;</li> <li>b) procedures for the suspension of all staff; and</li> <li>c) disciplinary and dismissal procedures for <ol style="list-style-type: none"> <li>i. senior post-holders, and the Director of Governance</li> <li>ii. staff other than senior post-holders</li> </ol> </li> </ol> <p>7.2 Such procedures will include provision</p> <ul style="list-style-type: none"> <li>• regarding 7.1 b) that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.</li> <li>• that under 7.1c) i) 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.</li> </ul>	
<p><b>8. Students</b></p> <p>8.1 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.</p> <p>8.2 The students' union shall present audited accounts annually to the Corporation.</p> <p>8.3 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).</p>	

**9. Financial matters – Tuition Fees**

**9.1** The Corporation will set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the CE of the Education and Skills Funding Agency or other relevant funding agencies.

**10. Accounts**

10.1 The Corporation will

- 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.
- c. The statement will—
  - i. 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
  - ii. comply with any directions given by the CE of 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.

10.2 The “financial year” means the first financial year and, except as provided for in 10.3, each successive period of twelve months.

10.3 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 DfE approval.

10.4 If the Corporation is dissolved the last financial year shall end on the date of dissolution; and the Corporation may decide, with the CE of Education and Skills Funding Agency’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

**11 Co-operation with authorised audit**

- 11.1 The Corporation will co-operate with any person who has been lawfully authorised 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.
- 11.2 Auditors will be appointed and audit work conducted in accordance with any requirements of the CE of Education and Skills Funding Agency.
- 11.3 The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- 11.4 The Corporation will not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors

**12. Internal audit**

- 1) The Corporation will, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- 2) The Corporation may arrange for the examination and evaluation mentioned in paragraph 1) to be carried out on its behalf by internal auditors.
- 3) The Corporation will 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.

<p><b>13. Rules and bye-laws</b></p> <p>The Corporation has 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.</p> <p><b>14. Copies of Articles of Government and rules and bye-laws</b></p> <p>A copy of these Articles, and of any rules and bye-laws, 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.</p>	<p><b>13. Independent Professional Advice for Corporation Members</b></p> <p>Corporation members have the right to request independent professional advice on matters concerning the exercise of their powers and responsibilities as Corporation members.</p> <p><b>14. Expenses</b></p> <p>14.1 Members of the Corporation and Committees are entitled to claim expenses in connection with the exercise of their duties and responsibilities as a governor of Halesowen College in accordance with the agreed policy of the College.</p> <p><b>15. Complaints and Whistleblowing</b></p> <p>15.1 The College has grievance and complaints procedures and a Whistleblowing Policy and procedure.</p> <p>15.2 Where a complainant is not satisfied with the reply from the College, they will be advised that they may contact the Education and Skills Funding Agency.</p> <p>15.3 Any concerns about the conduct of the Corporation or any member of the Corporation should be made to the Director of Governance to the Corporation. Upon receipt of a complaint the Director of Governance will notify the Chair or Vice Chair of Corporation as appropriate. The complaint will be raised with the individual(s) concerned and referred to the Corporation or a committee thereof where appropriate.</p> <p>15.4 Complaints about the Director of Governance may be directed to the Chair and or the Principal and should be done so through the Principal's office. The complaint will be raised with the Director of Governance and referred to the Corporation.</p> <p><b>16. Privacy Notice</b></p> <p>Governors are asked to sign a Privacy Notice which includes appropriate consents.</p>
<p><b>15. Modification or Replacement of the Instrument and Articles of Government</b></p> <p>15.1 The Corporation may by resolution of the members modify or replace its instruments 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.</p> <p>15.2 The Corporation will not make changes to the instrument and articles of government that would result in the body ceasing to be a charity.</p>	
<p><b>16. Dissolution of the Corporation</b></p> <p>16.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.</p> <p>16.2 The Corporation will 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 for such resolution.</p>	

