

CITY OF BRISTOL COLLEGE

INSTRUMENT AND ARTICLES OF GOVERNMENT

The Further Education Corporations (Former Further Education Colleges)
(Replacement of Instruments and Articles of Government) Order 2007

- (l) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (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 clauses 2 and 3.

Composition of the Corporation

2.—(1) The Corporation shall consist of—

- (a) up to twenty members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article ;(3-8.4 (l) of18m2.5 (t)-6.6 (i)2.6

member if—

- (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
- (b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
- (c) the person is ineligible to be a member of the corporation because of clause 7.

(3) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the Chair and Vice-Chair(s) shall be as follows (56-6) [1054 0 0 93 (82.) 6.6 16 Tc.0.0 13 2 38 272 d]

5.—(1) The members of the Corporation shall appoint a Chair and Vice-Chair(s) from among themselves.

(2) 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.

(3) If both the Chair and the Vice-Chair(s) are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.

(4) The Chair and Vice-Chair(s) shall hold office for such period as the Corporation decides (26 Dec 12 05 11 4 07 3 5 9 1)

a staff member—

- (a) need not disclose a financial interest; and
 - (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- (5) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Meetings

11.—(1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.

(2) Subject to paragraphs (4) and (5) and to clause 12(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 Corporation 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 Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.

(5) Where the Chair, or in the Chair’s absence the Vice-Chair(s), decide 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 Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

(7) A resolution in writing, in hard copy or by electronic means, signed by the majority of the members of the Governing Body who would have been entitled to vote upon it had it been proposed at a meeting of the Governing Body, shall be effective provided that-

(a) A resolution in writing may comprise several copies to which one or more members have signified their agreement and shall be treated as passed on the date of the last signature;

(b) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. The “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 days, to the first of those days;

(c) The outcome of the written resolution shall be taken as an agenda item at the next meeting which is not a special meeting

(d) The following decisions cannot be made by way of a written resolution, and must instead be decided at a meeting:

- (i) A decision to change the name of the Corporation
- (ii) A decision to amend the Instrument or Articles
- (iii) A decision to remove a member
- (iv) A decision to appoint the Principal

Quorum

12.—(1) All Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of governors in active membership, determined according to clause 3. (2)

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

13.—(1) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the members present and voting at that meeting.

meeting.

(10) The Clerk—

(a) shall withdraw from that part of any meeting of the Corporation, 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

(b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph

(5).

(11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among a orporo>554 0 Td (r)-6 (s)-2 (o

Copies of the Instrument of Government

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

Change of name of the Corporation

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

Application of the seal

19. The application of the seal of the Corporation shall be authenticated by—
(a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
(b) the signature of any other member.

ARTICLES

SCHEDULE 2

ARTICLES OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Conduct of the institution
3. Responsibilities of the Corporation, the Principal and the Clerk
4. The establishment of committees and delegation of functions generally
5. The search committee
6. The audit committee
7. Composition of committees
8. Access to committees by non-members and publication of minutes
- 9, 10, 11 Delegable and non-delegable functions
- 12, 13 Appointment and promotion of staff
14. Rules relating to the conduct of staff
15. Academic freedom
16. Grievance, suspension and disciplinary procedures
17. Suspension and dismissal of the Clerk
18. Students
19. Financial matters
20. Co-operation with the Education and Skills Funding Agency's auditor
21. Internal audit
22. Accounts and audit of accounts

responsible for funding in the FE sector

(g) “staff member” and “student member” have the same meanings as in the Instrument of Government;

(h) “the Secretary of State” means the Secretary of State for Education or an equivalent Minister with responsibility for the FE Sector;

(i) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;

(j) “the staff” means all the staff who have a contract of employment with the institution;

(k) “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 Corporation, the Principal and the Clerk

3.—(1) The Corporation shall be responsible for the following functions—

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

(aa) 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

(b) approving the quality strategy of the institution;

(c) the effective and

The establishment of committees and delegation of functions generally

4.—(1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to-

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

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions-

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the 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 Corporation may not delegate -

- (a) the consideration of the case for dismissal, and
- (b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

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

11. The Principal may delegate functions to the holder of any other senior post other than-

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

Appointment and promotion of staff

12.—(1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—

- (a) advertise the vacancy nationally; and
- (b) appoint a selection panel consisting of—
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair(s) or both, where the vacancy is for the post of Principal ; or
 - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

(2) The members of the selection panel shall—

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

(3) If the Corporation 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 Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in 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

Co-operation with the auditor from the Education and Skills Funding Agency or from an equivalent body with responsibility for the FE sector.
20.

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.

Modification or replacement of the Instrument and Articles of Government

25.-(1) Subject to paragraph (2) the Corporation may by resolution of the members modify or replace its instrument and articles of government after consultation with any other persons who in the Corporation's view are likely to be affected by the proposed changes.

(2) The Corporation 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.

(2) The Corporation will ensure that a copy of the draft resolution to dissolve the Corporation on a specified date will be published at least one month before the proposed date of such resolution.