

INSTRUMENT OF GOVERNMENT

ADOPTED BY THE BOARD OF GOVERNORS 31 MARCH 2017

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1. Interpretation of the terms used

1.1 In this Instrument of Government—

- (a) any reference to “the Chief Executive” shall include a person acting as Chief Executive;
- (b) “member” means a Governor and member of the Board including the Chief Executive
- (c) “the Clerk” means the Clerk to the Corporation;
- (d) “the Corporation” means the Board of Governors of Greater Brighton Metropolitan College
- (e) “the college” means Greater Brighton Metropolitan College, which the Corporation is established to conduct 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 one or more participate by means of telephone or video conferencing facilities or similar communications equipment whereby all persons participating in the meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this instrument and articles, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating are assembled or if there is no such group where the chair of the meeting is.
- (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 clause 2;
- (j) “the Secretary of State” means the Secretary of State for Department for Education
- (k) “the students’ union” means any association of students formed to further the educational purposes of the College and the interests of students, as students;
- (l) a “variable category” means any category of members whose numbers may vary according to clause 2.

(m) a “special meeting” is a meeting which is not published in the annual calendar of meetings and is arranged due to urgent or additional business.

2. Composition of the Corporation

2.1 The number of members of the Corporation shall be determined annually to ensure the Corporation has the necessary skills to carry out its functions under Article 3 of Government. As a minimum its membership will include the Chief Executive Officer, at least one member who is a member of staff at the College; and at least one member who is a student studying at the College.

2.2 The method by which the Corporation will decide which member shall be appointed, including Staff and Student Members, shall be laid down in its Governor Recruitment Policy.

2.3 The appointing authority, as set out in clause 5.1, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph 2.1.

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

3. Appointment of the members of the Corporation

3.1 Subject to paragraph 3.2 the Corporation is the appointing authority in relation to the appointment of its members.

3.2 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.

3.3 The appointing authority may decline to appoint a person, 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 clause 9 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 8.

3.4 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.

4. Persons who are ineligible to be members

- 4.1 The following persons are ineligible to be appointed as a Member, or continuing to serve as a Member of, the Corporation:
- a) anyone under the age of 18, except as a student Member;
 - b) the Clerk
 - c) any member of staff of the college except as a staff Member, Chief Executive or student member employed by the College as an apprentice;
 - d) anyone who would be ineligible to serve as a charity trustee under the Charities Act 2011 or any successor legislation.

5. Termination of membership

- 5.1 A member may resign from office at any time by giving notice in writing to the Clerk. The Corporation may remove or suspend a Member by following rules laid out in its Standing Orders.
- 5.2 Any person who is a member of the Corporation by virtue of being a member of the staff at the College, 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.

- 5.3 A student member shall cease to hold office at the end of the student's final academic year; or at any such time in the year after ceasing to be a student or if expelled from the institution.

6. Members not to hold interests in matters relating to the institution

- 6.1 Members will be required to comply with the Corporation's rules and byelaws relating to conflicts of interests including the Standing Orders, the Code of Conduct and Policy on Conflicts of Interests. This will include disclosing the nature and extent of the interest, not participating or voting in any Corporation meeting discussion where the interest is to be considered and not counting in the quorum present at the meeting in relation to a resolution on which the member is not entitled to vote.

- 6.2 A Member may be required to withdraw from any meeting where required to do so by a majority of Members present at the meeting.

7. Appointment of the Clerk to the Corporation

- 7.1 The Corporation shall appoint a person to serve as its Clerk, but the Chief Executive may not be appointed as Clerk.

- 7.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk but the Chief Executive may not be appointed as temporary Clerk.

- 7.3 Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph 7.2.

- 7.4 Subject to the rules of confidentiality laid down in the Standing Orders, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.

7.5 The Clerk will be independent of College management and will have no management duties or responsibilities.

7.6 The Clerk may also be a member of staff at the College.

8. Meetings

8.1 The Corporation shall meet at least once in every term and hold such other meetings as may be necessary. Meetings shall be called in accordance with the rules set out in the Standing Orders.

8.2 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 person.

8.3 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

8.4 Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

8.5 A member may not vote by proxy.

8.6 A resolution in writing agreed by a simple majority of the members whom would have been entitled to vote upon it has it been proposed at a meeting shall be effective provided that the procedures for written resolutions, set out in the Corporation's Standing Orders have been followed.

9. Quorum

9.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of existing members rounded up to the nearest whole number.

9.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

9.3 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.

10. Proceedings of meetings

10.1 Proceeding at meetings including voting and circumstances in which Members in defined categories would be required to withdraw, shall be laid down in the Corporation's Standing Orders.

11. Record of Decision Making

11.1 Written minutes of every meeting of the Corporation shall be maintained.

12. Public Accountability

12.1 The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a Member, the Clerk or the Chief Executive and in making its decision, it shall give consideration to the confidentiality of any matter under consideration.

12.2 Approved meeting minutes and papers will be made available on request, subject to the rules of confidentiality, Data Protection and in accordance with the Freedom of Information Act. This will include signed minutes being made available on the College website.

13. Change of name of the Corporation

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

14. Application of the seal

14.1 The application of the seal of the Corporation shall be authenticated in accordance with the Financial Regulations.

ARTICLES OF GOVERNMENT

ADOPTED BY THE BOARD OF GOVERNORS 31 MARCH 2017

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1. Interpretation of the terms used

1.1 In these Articles of Government—

- (a) any reference to “the Chief Executive” shall include a person acting as Chief Executive;
- (b) “member” means a Governor and member of the Board including the Chief Executive
- (c) “the Articles” means these Articles of Government;
- (d) “Chair” and “Vice-Chairs” mean respectively the Chair and Vice-Chairs of the Corporation appointed by rules set out in the Standing Orders
- (e) “the Clerk” has the same meaning as in the Instrument of Government;
- (f) “the Corporation” has the same meaning as in the Instrument of Government;
- (g) “staff member” and “student member” have the same meanings as in the Instrument of Government;
- (h) “the Secretary of State” means the Secretary of State for Education;
- (i) “senior post” means the post of Chief Executive and any 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 College;
- (k) “the students union” has the same meaning as in the Instrument of Government

2. Conduct of the College

- 2.1 The College shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, and any rules or bye-laws made under these Articles.

3. Responsibilities of the Corporation, the Chief Executive 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 College 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 College and the oversight of its activities

- c) approving the organisational strategy of the College, including quality and people;
- d) the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
- e) approving annual estimates of income and expenditure and approval of the tuition fees policy
- 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.

3.2 Subject to the responsibilities of the Corporation, the Chief Executive 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 Clerk, where the Clerk is also a member of the staff; and
- f) after consultation with students, making rules and procedures for the conduct, grievance, suspension and expulsion of students and maintaining student discipline

- g) after consultation with staff, making rules and procedures for the conduct, grievance, suspension and disciplinary for staff other than senior post holders and the Clerk

3.3 The Clerk shall be responsible for the following functions: -

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

4. Committees

4.1 The Corporation may establish committees for any purpose or function and when doing so will approve the terms of reference, membership and delegated powers of such committees. Any committee established by the Corporation, except for a Special Committee formed under any HR procedure, may include persons who are not members of the Corporation.

4.2 The Corporation must establish a committee, to be known as the "Audit Committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control. The Audit Committee will operate according to its Terms of Reference which will comply with regulatory requirements.

5. Delegable and non-delegable functions

5.1 The Corporation shall not delegate the following functions-

- a) the determination of the educational character and mission of the College;
- b) the approval of the annual estimates of income and expenditure;
- c) the responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets;
- d) the appointment of the Chief Executive
- e) the appointment of the Clerk
- f) the modification or revocation of these Articles.

- 5.2 The Corporation may not delegate
- a) the consideration of the case for dismissal, and
 - b) the power to determine an appeal in connection with the dismissal of the Chief Executive, the Clerk or the holder of a senior post other than to a committee of members of the Corporation

- 5.3 The Chief Executive 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 Chief Executive by the Corporation.

6. Appointment and promotion of staff

- 6.1 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall appoint a member of staff to this vacancy in accordance with its approved policy and procedures.
- 6.2 The Chief Executive shall have responsibility for selecting for appointment all Members of Staff other than senior post holders and the Clerk.

7. Academic freedom

- 7.1 The Corporation shall ensure that the provisions of the Education (N^o 2) Act 1986 relating to Academic Freedom are observed.

8. Students

- 8.1 Any students' union or group of students that represents the interests of students shall conduct and manage its own affair and funds in accordance with a constitution approved by the Corporation and no amendment to or rescission of that constitution shall be valid unless approved by the Corporation. The students union shall submit audited accounts annually to the Corporation.

9. Rules and bye-laws

- 9.1 The Corporation 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.

9.2 A copy of the Instrument and Articles and any rules and bye-laws shall be available on the College website and, at a charge not exceeding the cost of copying or free of charge, to any person who so requests a copy.

10. Modification or replacement of the Instrument and Articles of Government

10.1 The Corporation may, by resolution of its 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. The Corporation shall not make any changes to the instrument and articles of government that would result in the body ceasing to be a charity.

11. Dissolution of the Corporation

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