

**FURTHER AND HIGHER EDUCATION ACT 1992**

**Instruments and Articles**  
**of the**  
**College of Richard Collyer**

Amended:

*V5 27<sup>th</sup> March 2019 by agreement of the Governing Body to amend Article 12:*

*Appointment and promotion of Staff in respect of SPH appointments*

(V4) 13<sup>th</sup> December 2016 by agreement of the Governing Body in order to allow the appointment of a second staff governor and flexibility on both the appointment of the Vicar of Horsham and the name of the students' union.

(V3) 7<sup>th</sup> July 2015 by agreement of the Governing Body, (and Trustees of the Collyer Endowment and Court of Assistants where appropriate) to provide greater flexibility on the appointment of governors (Instruments) and to clarify certain personnel issues (Articles 11, 12, 14 and 16).

(V2) 16<sup>th</sup> July 2013 by agreement of the Governing Body to take account of new guidance on the appointment of internal and external auditors affecting Articles 21 and 22.

(V1) Took effect from 13<sup>th</sup> November 2012 following the agreement of the Governing Body and Trustees. The changes took account of the changes to the Further and Higher Education Act 1992 effected by the Apprenticeships, Skills, Children and Learning Act 2009 and Schedule 4 of the Education Act 2011 (including the subsequent Sixth Form College Corporations (Modification of Instruments and Articles) Order No.5 2012 with effect from 31<sup>st</sup> March 2012).

INSTRUMENT

SCHEDULE 1  
INSTRUMENT OF GOVERNMENT

V5  
March 2019

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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 Clerk” means the Clerk to the Governing Body ;
- (c) “the College” means The College of Richard Collyer, Horsham;
- (d) “Court of Assistants” means the Court of Assistants of the Worshipful Company of Mercers;
- (e) “independent governor”, “parent governor”, “staff governor” and “student governor” have the meanings given to them in clause 2;
- (f) “the Governing Body” means the further education Governing Body to which this Instrument applies;
- (g) “this Instrument” means this Instrument of Government;
- (h) “meeting” includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications equipment

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whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this Instrument, 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 is assembled or, if there is no such group where the chair of the meeting then is.

- (i) “necessary skills” means skills and experience, other than professional qualifications, specified by the Governing Body as appropriate for governors to have;
- (j) “Scheme of Management of the Collyer Endowment” is that sealed by order of the Charity Commissioners for England and Wales on 19<sup>th</sup> December 1994;
- (k) “the Secretary of State” means the Secretary of State for Education;
- (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 College and the interests of students, as students;
- (n) “Trustees” means the Trustees of the Collyer Endowment;
- (o) “the ‘Vicar of Horsham’ means the incumbent of the benefice (or his/her delegate minister from the Horsham Team Parish).”

### **Composition of the Governing Body**

**2.—(1)** The Governing Body shall consist of—

- (a) the Vicar of Horsham,
- (b) four governors appointed by the Court of Assistants, and
- (c) eight governors who appear to the Governing Body to have the necessary skills to ensure the Governing Body carries out its functions under article 3 of the Articles of Government (“independent governors”);
- (d) one governor, who is a parent of a full time student at the College, who has been nominated and elected by other parents, or if the Governing Body so decides, by a recognised association representing parents (“parent governor”);
- (e) the Principal of the College, unless the Principal chooses not to be a governor;
- (f) at least one and not more than two governors who are members of the College’s staff and have a contract of employment with the College and who have been nominated and elected as set out in paragraph (3) (“staff governor”); and
- (f) two governors who are students at the College and have been nominated and elected by the students’ union (“student governors”);

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

**(3)** The staff governor may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.

**(4)** The appointing authority, as set out in clause 2, will decide whether a person is eligible for nomination, election and appointment as a member of the Governing Body under paragraph (1).

### **Transitional arrangements**

**3.** Nothing in clause 2 of this Instrument shall require the removal of governors who were appointed under clause 2 of the previous Instrument but the Governing Body shall ensure that any new appointments are made so that its composition conforms with clause 2 of this Instrument as soon as possible.”

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### **Appointment of governors**

4.—(1) Subject to Clause 2 (1) (a) and (b) above and paragraph (2) below the Governing Body is the appointing authority in relation to the appointment of its members.

(2) If the number of governors falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those governors needed for a quorum.

(3) The appointing authority may decline to appoint a person as a parent, staff or student governor 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 governors appointed by the appointing authority; or
- (c) it is satisfied that it is not in the best interests of the Governing Body for the elected member to be appointed;
- (d) the person is ineligible to be a governor because of clause 7.

(4) The Governing Body may suspend a person's membership of the Governing Body where it considers on reasonable grounds that it is in the interest of the Governing Body, the College, its students or potential students, or staff to do so, or it considers it necessary to assist the Governing Body to exercise its legal powers or to discharge its legal duties.

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

### **Appointment of the Chair and Vice-Chair**

5.—(1) The governors shall appoint a Chair and up to two Vice-Chair(s) from among themselves.

(2) Neither the Principal nor any staff or student governor 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 Governing Body, the governors present shall choose someone to act as Chair for that meeting.

(4) The Chair and Vice-Chair(s) shall hold office for such period as the Governing Body decides.

(5) The Chair or Vice-Chair(s) may resign from office at any time by giving notice in writing to the Clerk.

(6) If the Governing Body is satisfied that the Chair is unfit or unable to carry out the functions of office, or it is no longer in the interests of the Governing Body for the Chair to continue in office, it may give written notice, removing the Chair from office and the office shall then be vacant.

(7) If the Governing Body is satisfied that a Vice-Chair is unfit or unable to carry out the functions of office, or it is no longer in the interests of the Governing Body for the Vice-Chair to continue in office, it 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 governors shall appoint a replacement.

(9) At the last meeting before the end of the term of office of the Vice-Chair(s), or at the first meeting following the Vice-Chair's resignation or removal from office, the governors shall appoint a replacement.

(10) At the end of their respective terms of office, the Chair and Vice-Chair(s) shall be eligible for reappointment.

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(11) Paragraph (10) is subject to any rule or bye-law made by the Governing Body 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 Governing Body**

6.—(1) The Governing Body shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.

(2) In the temporary absence of the Clerk, the Governing Body shall appoint a person to serve as a temporary Clerk, but the Principal 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 13, the Clerk shall be entitled to attend all meetings of the Governing Body and any of its committees.

(5) The Clerk may also be a member of staff at the College.

### **Persons who are ineligible to be governors**

7.—(1) No one under the age of 18 years may be a governor, except as a student governor.

(2) The Clerk may not be a governor.

(3) A person who is a member of staff of the College may not be, or continue as, a governor, except as a staff governor or in the capacity of Principal.

(4) Subject to paragraphs (5) and (6), a person shall be disqualified from holding, or from continuing to hold, office as a governor, 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(1), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

(5) 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—

- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- (b) if the bankruptcy order is annulled, at the date of that annulment; or
- (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(6) 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.

(7) Subject to paragraph (8), a person shall be disqualified from holding, or from continuing to hold, office as a governor 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

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**1** 1986.c.45 as amended by the Enterprise Act 2002 (c. 40)

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(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

(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.

(8) For the purpose of this clause 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.

(9) A person shall be disqualified from holding, or from continuing to hold, office as a governor if that person is disqualified from being a charity trustee under the Charities Act 2011 or any successor legislation

(10) Upon a governor becoming disqualified from continuing to hold office under paragraphs (4), (7) or (9), the governor shall immediately give notice of that fact to the Clerk.

### **The term of office of a governor**

**8.—(1)** A governor 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 (other than as ex-officio governor).

(2) Governors retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a governor as it does to the appointment of a governor other than the governor in clause 2(1)(a).

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

(4) A governor appointed to replace a governor during his term of office shall serve the unexpired period of the term of office of the retiring governor.

### **Termination of governorship**

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

(2) If at any time the Governing Body is satisfied that any governor –

(a) is unfit or unable to discharge the functions of a governor; or

(b) has been absent from meetings of the Governing Body for a period longer than six consecutive months without the permission of the Governing Body,

the Governing Body may by notice in writing to that governor remove the governor from office and the office shall then be vacant.

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

(4) A student governor shall cease to hold office—

(a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Governing Body may decide; or

(b) if expelled from the College,

and the office shall then be vacant.

### **Governors not to hold interests in matters relating to the College**

**10.—(1)** Except with the written approval of the Secretary of State, no governor shall acquire or hold any interest in any property that is held or used for the purposes of the College, other than as a Trustee.

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- (2) A governor to whom paragraph (3) applies shall -
- (a) disclose to the Governing Body the nature and extent of the interest; and
  - (b) if present at a meeting of the Governing Body, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) 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 governor is not entitled to vote; and
  - (c) withdraw, if present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the governors or committee present at the meeting.
- (3) This paragraph applies to a governor who—
- (a) has any financial interest in—
    - (i) the supply of work to the College, or the supply of goods for the purposes of the College;
    - (ii) any contract or proposed contract concerning the College; or
    - (iii) any other matter relating to the College; or
  - (b) has any other interest of a type specified by the Governing Body in any matter relating to the College.
- (4) In paragraph (3) above, the Governing Body may not specify as an interest any position or office held within or connected with the Trustees of the College.
- (5) This clause shall not prevent the governors considering and voting upon proposals for the Governing Body to insure them against liabilities incurred by them arising out of their office or the Governing Body obtaining such insurance and paying the premium.
- (6) Where the matter under consideration by the Governing Body or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff governor—
- (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 governor acts in the best interests of the Governing Body 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 governor is representing any of the staff concerned in those negotiations.
- (7) The Clerk shall maintain a register of the interests of the governors which have been disclosed and the register shall be made available during normal office hours at the College to any person wishing to inspect it.

### Meetings

- 11.—(1)** The Governing Body 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 governors 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 governors a copy of the agenda item concerned, together with any relevant papers.
- (4) A meeting of the Governing Body, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five governors.

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(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 governor shall act in the best interests of the Governing Body and shall not be bound to speak or vote by mandates given by any other body or person.

(7) (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.

### Quorum

12.—(1) Meetings of the Governing Body shall be quorate if eight governors are present of whom at least one must be a governor appointed by the Court of Assistants.

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

(3) If during a meeting of the Governing Body 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 Governing Body shall be decided by a majority of the votes cast by governors present and entitled to vote on the question.

(2) Where, at a meeting of the Governing Body, 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 governor may not vote by proxy or by way of postal vote.

(4) No resolution of the governors 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 governor who is a member of staff at the College, including the Principal, shall withdraw—

- (a) from that part of any meeting of the Governing Body, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- (b) from that part of any meeting of the Governing Body, or any of its committees, at which that governor's reappointment or the appointment of that governor's successor is to be considered;
- (c) from that part of any meeting of the Governing Body, 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



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(d) if so required by a resolution of the other governors present, from that part of any meeting of the Governing Body or any of its committees, at which staff matters relating to any member of staff holding a post senior to that governor'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 Principal who has chosen not to be a member of the Governing Body shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Governing Body and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).

(7) A student governor who is under the age of 18 shall not vote at a meeting of the Governing Body, or any of its committees, on any question concerning any proposal—

- (a) for the expenditure of money by the Governing Body; or
- (b) under which the Governing Body, or any governors, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(8) 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 governor shall withdraw from that part of any meeting of the Governing Body or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(9) In any case where the Governing Body, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the College, a student governor shall—

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

(10) The Clerk—

- (a) shall withdraw from that part of any meeting of the Governing Body, 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 College, the Clerk shall withdraw in any case where a governor is required to withdraw under paragraph (5).

(11) If the Clerk withdraws from a meeting, or part of a meeting, of the Governing Body under paragraph (10), the Governing Body shall appoint a person from among themselves to act as Clerk during this absence.

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

### Minutes

14.—(1) Written minutes of every meeting of the Governing Body shall be prepared, and, subject to paragraph (2), at every meeting of the Governing Body 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 the staff governor, the Principal, the student governor or the Clerk have withdrawn from a meeting in accordance with clause 13(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.

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### **Public access to meetings**

**15.** The Governing Body shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a governor, the Clerk or the Principal and in making its decision, it shall give consideration to clause 16(2).

### **Publication of minutes and papers**

**16.—(1)** Subject to paragraph (2), the Governing Body shall ensure that a copy of—

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

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

**(2)** There shall be excluded from any item made available for inspection any material relating to—

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

**(3)** The Governing Body shall ensure that a copy of the draft or signed minutes of every meeting of the Governing Body, under paragraph (1), shall be placed on the College's website, and shall, despite any rules the Governing Body may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

**(4)** The Governing Body shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

### **Payment of allowances to governors**

**17.** The Governing Body may pay to its governors such travelling, subsistence or other allowances as it decides, but shall not without the written approval of the Secretary of State, pay allowances which remunerate the governors for their services as governors.

### **Copies of the Instrument of Government**

**18.** A copy of this Instrument shall be given free of charge to every governor and to the Trustees, 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 College upon request, during normal office hours, to every member of staff and every student.

### **Change of name of the College**

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

### **Amendments to the Instrument of Government**

**20.** This Instrument may be replaced or modified by the Governing Body subject to the consent of the governors of the College, and, where the change concerns a matter covered by the Scheme of Management of the Collyer Endowment, also to the consent of its trustees.

## SCHEDULE 2

### ARTICLES OF GOVERNMENT

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#### **Interpretation of the terms used**

##### **1. In these Articles of Government—**

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Articles” means these Articles of Government;
- (c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Governing Body appointed under clause 5 of the Instrument of Government;
- (d) “the Clerk” has the same meaning as in the Instrument of Government;
- (e) “the College” means The College of Richard Collyer, Horsham;
- (f) “Court of Assistants” means the Court of Assistants of the Worshipful Company of Mercers;
- (g) “the EFA” means the Education Funding Agency for England;
- (h) “the Governing Body ” has the same meaning as in the Instrument of Government;
- (i) “meeting” has the same meaning as in the Instrument of Government;
- (j) “parent governor”, “staff governor” and “student governor” have the same meanings as in the Instrument of Government;
- (k) “the Scheme of Management of the Collyer Endowment” is that sealed by order of the Charity Commissioners for England and Wales on 19<sup>th</sup> December 1994;
- (l) “the Secretary of State” means the Secretary of State for Education ;
- (m) “senior post” means the post of Principal and such other senior posts as the Governing Body may decide for the purposes of these Articles;

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- (n) “the staff” means all the staff who have a contract of employment with the College;
- (o) “the students’ union” has the same meaning as in the Instrument of Government.
- (p) “Trustees” means the Trustees of the Collyer Endowment.

### **Conduct of the College**

**2. The College 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 the Scheme of Management of the Collyer Endowment.**

### **Responsibilities of the Governing Body, the Principal and the Clerk**

**3.—(1)** The Governing Body 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;
  - (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 College and the oversight of its activities;
- (b) approving the quality assurance policy of the College;
- (c) the effective and efficient use of resources, the solvency of the College and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (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;
- (f) setting a framework for the pay and conditions of service of all other staff; and
- (g) determining the policy for the admission of students.

**(2)** Subject to the responsibilities of the Governing Body, the Principal shall be the Chief Executive of the College, and shall be responsible for the following functions-

- (a) making proposals to the Governing Body about the educational character and mission of the College and implementing the decisions of the Governing Body;
- (b) the determination of the College’s academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Governing Body and the management of budget and resources within the estimates approved by the Governing Body;
- (d) the organisation, direction and management of the College and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Governing Body, 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) 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.

**(3)** The Clerk shall be responsible for the following functions: -

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

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### **The establishment of committees and delegation of functions generally**

4.—(1) The Governing Body 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 Vice-Chair; or
- (c) the Principal.

(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 Governing Body.

(3) The Governing Body 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(4) governing such arrangements.

### **The nominations committee**

5.—(1) The Governing Body shall establish a committee, to be known as the "nominations committee", to advise on—

- (a) the appointment of governors (other than as a Court of Assistant's appointment, parent, student or staff governor); and
- (b) such other matters relating to governorship and appointments as the Governing Body may ask it to.

(2) The Governing Body shall not appoint any person as a governor (other than a Court of Assistant's appointment, parent, student or staff governor) without first consulting and considering the advice of the nominations committee.

(3) The Governing Body may make rules specifying the way in which the nominations committee is to be conducted. A copy of these rules, together with the nominations committee's terms of reference and its advice to the Governing Body, other than any advice which the Governing Body is satisfied should be dealt with on a confidential basis, shall be published on the College's website and shall be made available for inspection at the College by any person during normal office hours.

(4) The Governing Body 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 Governing Body shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Governing Body'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 College with the exception of those in senior posts, and shall operate in accordance with any requirements of the EFA.

### **Composition of committees**

7. Any committee established by the Governing Body, other than the committee referred to in article 10, may include persons who are not governors.

### **Access to committees by non-members and publication of minutes**

8. The Governing Body shall ensure that:—

- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and

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(b) the minutes of committee meetings, if they have been approved by the Chair of the meeting, are published on the College's website and made available for inspection at the College by any person, during normal office hours.

### **Delegable and non-delegable functions**

**9.** The Governing Body 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 for safeguarding its 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 Governing Body 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 Governing Body .

(2) The Governing Body 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 a suitable senior manager other than-

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

### **Appointment and promotion of staff**

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

- (a) advertise the vacancy nationally where the vacancy is for the post of Principal; and
- (b) appoint a selection panel consisting of—
  - (i) at least five governors, and shall include the Chair or the Vice-Chair or both, and at least one member appointed by the Court of Assistants, where the vacancy is for the post of Principal; or
  - (ii) the Principal and at least two other governors, 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 Governing Body for appointment one of the applicants they have interviewed.

(3) If the Governing Body 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 Governing Body, or if the Governing Body does not approve their recommendation, the Governing Body may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy, or it may appoint a new selection panel.

(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,

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- (a) a member of staff
  - i) may be required to act as Principal or in the place of any other senior post holder; and
  - ii) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence; or
- (b) the Governing Body may make an alternative interim appointment to the post of Principal or any other senior post which may include appointing a person who will not be an employee .

**13.** The Principal 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 or their recognised union or elected representatives, the Governing Body shall make rules relating to their conduct.

### **Academic freedom**

**15.** In making rules under article 14, the Governing Body shall have regard to the need to ensure that staff at the College have freedom within the law to put forward new ideas without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the College.

### **Grievance, suspension and disciplinary procedures**

**16.—(1)** After consultation with staff or their recognised union or elected representatives, the Governing Body 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(1) 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 Governing Body 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 College, the Clerk is to be treated as a senior post holder for the purposes of article 16(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 Governing Body .

### **Students**

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

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(2) The students' union shall present audited accounts annually to the Governing Body.

19. After consultation with representatives of the students, the Governing Body 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

20. The Governing Body 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 EFA.

### Co-operation with the EFA's auditor

21. The Governing Body shall co-operate with any person who has been authorised by the EFA 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 Governing Body, including computer records.

### Internal audit

22.— (1) The Governing Body 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 College's resources.

(2) The Governing Body may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors or alternative appropriate service providers. Any such arrangements shall be made in accordance with any requirements of the EFA.

### Accounts and audit of accounts

23.—(1) The Governing Body 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 College.

(2) The statement shall—

- (a) give a true and fair account of the state of the College'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 EFA 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 Governing Body in respect of each financial year.

(4) External auditors shall be appointed and audit work conducted in accordance with any requirements of the EFA.

(5) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.

(6) The "first financial year" means the period from the date the Governing Body was established up to the second 31st July following that date, or up to some other date which has been chosen by the Governing Body with the EFA's approval.

(7) If the Governing Body is dissolved—

- (a) the last financial year shall end on the date of dissolution; and
- (b) the Governing Body may decide, with the EFA's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.



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### **Rules and bye-laws**

24. The Governing Body shall have the power to make rules and bye-laws relating to the government and conduct of the College 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**

25. A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every governor 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 College upon request, during normal office hours, to every governor of staff and every student.

### **Amendments to the Articles of Government**

26.—(1) Subject to paragraph(2), these Articles may be replaced or modified by the Governing Body, subject to the consent of the Trustees where the changes concern a matter covered by the Scheme of Management of the Collyer Endowment.

(2) The Governing Body 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 Governing Body**

27. The Governing Body may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.