



Instrument of Government

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1 Interpretation of the terms used in this Instrument and Articles of Government

Articles	Means the Articles of Government
Chair and Vice Chair	Means respectively the Chair and Vice Chair of the Corporation
Clerk	Means the Director of Governance and Clerk to the Corporation
The College	Means Oaklands College which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992 as amended from time to time.
Corporation	Means the Corporation of Oaklands College
External members	Those members who are not the Principal & Chief Executive Officer (CEO), staff or student governors
Instrument	Means this Instrument of Government
Meeting	Includes a meeting at which the members attending are present in more than one room, provided that by use of visual or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other
Necessary skills	Means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have
Principal	Means the Principal and CEO of the College. Any reference to the Principal and CEO shall include a person acting as Principal and CEO
Secretary of State	Means the Secretary of State for Education
Senior post holder	Means the post of Principal & CEO and such other senior posts as the Corporation may decide for the purposes of the Articles. Currently as follows: Principal & CEO, Chief Operating Officer & Deputy CEO, Chief Education, Performance & Growth Officer & Deputy CEO, Chief Finance Officer, Director of Governance
Staff matters	Means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff
Staff member and student member	Have the meanings given to them in Clause 2
The staff	Means all staff who have a contract of employment with the institution
The Students' Union	Means any association of students formed to further the educational purposes of the College and the interests of students, as students. In the case of Oaklands College, the association of students is the Students' Union

2. Composition of the Corporation and determination of membership numbers.

- a. The Corporation shall consist of:
 - (i) a minimum of 8 and no more than 16 external members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions and responsibilities;
 - (ii) the Principal & CEO of the College, unless the Principal & CEO chooses not to be a member;
 - (iii) one staff member who is a member of the college's teaching staff and has a contract of employment with the college and who has been nominated and elected by the teaching staff of the college and ratified by the Search, Governance and Remuneration Committee (SGR) and Corporation;
 - (iv) one staff member who is a member of the college's support staff and has a contract of employment with the college and who has been nominated and elected by the support staff of the college and ratified by the Search, Governance and Remuneration Committee (SGR) and Corporation;
 - (v) two Further Education student members and one Higher Education Member who are enrolled as a student at the college and have been nominated and elected by their fellow students, or if the Search, Governance and Remuneration Committee (SGR) and Corporation so decides, by the recognised association representing such students, who have been appointed in accordance with the process set out in paragraph 3.6. (Student member(s) must be enrolled at the College as students; employment by the college e.g. as an apprentice, and/or in part time work at the College does not preclude an enrolled student from being appointed as a Student Governor); and
 - (vi) one member nominated by the University of Hertfordshire and agreed by the Corporation.
 - (vii) The total number of members of the Corporation shall not exceed twenty (20).
- b. The Audit Committee shall be composed of external members of the Corporation. Neither the Chair of the Corporation, the Principal & Chief Executive, nor any staff or student member shall be a member of the Audit Committee.
- c. Subject to paragraphs a. and d. the number of members of the Corporation, and the number of members of each variable category, shall be that decided by the Corporation.
- d. The Corporation may at any time vary the determination provided that the number of members of each variable category shall be subject to the limit which applies to that category as set out in Schedule 4 of the Further and Higher Education Act 1992 as substituted by the Education Act 2011.
- e. 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.
- f. The Corporation, as the appointing authority, will decide whether a person is eligible for nomination or election and appointment as a member of the

Corporation under paragraph 2b).

- g. The Corporation may co-opt Associate Governors on such terms as it determines; such individuals shall not be members or have voting rights

3. Appointment of members of the Corporation

3.1. Appointment of external Corporation members.

- a. Subject to paragraph 2b., the Corporation is the appointing authority in relation to the appointment of its members.
- b. In making any appointment to the Corporation, the Search, Governance and Remuneration Committee (SGR) shall lead a formal and transparent selection process and make recommendations to the Corporation.
- c. Appointments shall be made on merit, having regard to the skills, experience and diversity required to meet the needs of the Corporation.
- d. The Principal and CEO shall be consulted as part of the appointment process for external members and shall participate in the selection process, including attendance at the main interview panel, to ensure alignment with the strategic direction and effective working relationships between the Corporation and the executive.
- e. The views of the Principal and CEO shall be formally recorded and taken into account by the SGR Committee and the Corporation in reaching a final decision.
- f. 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.
- g. The appointing authority may decline to appoint a person as a staff or student or University member if:
 - 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
 - the appointment of the person would contravene any rule or bye-law made under the Articles of Government concerning the number of terms of office which a person may serve; or
 - the person is ineligible to be a member of the Corporation because of clause 4; or
 - there is a conflict of interest.
- h. Appointments shall be for an initial one-year probationary period, which may be extended for a further term of up to three years, and subsequently for an additional term of up to four years, subject to the agreement of SGR and the Corporation.
- i. The Corporation may suspend a person's membership of the Corporation where it considers on reasonable grounds that it is in the interest of the Corporation, its learners or potential learners or staff to do so, or it considers it

necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties.

- j. 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.

3.2. Appointment of Staff and Student Governors.

- a. This provision shall apply to the appointment of staff and student members. Staff and student members shall be appointed in accordance with their respective nomination or election processes.
- b. The Principal and CEO shall not participate in the nomination or election process but shall provide feedback to the SGR Committee and the Corporation as part of the appointment process. The SGR Committee and the Corporation shall take account of the views of the Principal and CEO before making a recommendation or final decision.

3.3. Staff member

- a. The Corporation has determined that there shall be two Oakland College Staff Members, who have been nominated by their fellow staff. The rules for appointments are as follows:
 - Staff members shall be drawn from the staff of the College and appointed following a nomination or election process.
 - The Search, Governance and Remuneration Committee (SGR) shall review nominations to ensure eligibility, suitability and compliance with governance requirements before making a recommendation to the Corporation.
 - Staff members are appointed as members of the Corporation in their own right, and not as delegates, notwithstanding that they are drawn from the staff of the College.
 - The appointment shall be for an initial one-year probationary period, which may be extended for a further term of up to three years maximum, subject to the agreement of all parties at each stage.

3.4. Student Members

- a. The Corporation has determined that there shall be two Further Education Student Members and one Higher Education Member who have been nominated and elected by their fellow students, or if the Search, Governance and Remuneration Committee (SGR) Corporation so decides, by the recognised association representing such students. The rules for appointments are as follows:
 - (i) Student members shall be appointed following nomination or election by the student body or a recognised representative body, in accordance with procedures approved by the SGR Committee and the Corporation.
 - (ii) If the student union presidents decline to submit an application or are not eligible to become members of the Corporation, the relevant association

representing students is to be asked to nominate further candidates for consideration via application and interview by external Governor Members of the Search, Governance and Remuneration Committee.

- (iii) Student members shall serve a term aligned to their period of study, as determined by SGR and the Corporation. If the student leaves the College, their term of office will cease unless subject to clause iv below.
- (iv) The Search, Governance and Remuneration Committee (SGR) shall review nominations to ensure eligibility, suitability and compliance with governance requirements before making a recommendation to the Corporation.
- (v) The Search, Governance and Remuneration Committee (SGR) may, where it considers it to be in the best interests of the Corporation, recommend the creation of a secondment, paid role or other arrangement, including (but not limited to) a part-time or full-time President or Higher Education representative. Any such proposal shall be supported by a clear business rationale, including consideration of value for money and alignment with the Corporation's strategic priorities, and must be formally approved by the Corporation. Approval may be sought either at a quorate meeting of the Corporation or, where appropriate, through a written resolution conducted by email in accordance with the Corporation's governance procedures.

4. Termination of membership

- a. A member may resign from office at any time by giving notice in writing to the Clerk.
- b. If at any time the Search, Governance and Remuneration Committee (SGR) is satisfied that any member:
 - (i) is unfit or unable to discharge the functions of a member of either the Corporation or a committee; or
 - (ii) has been absent from meetings of the Corporation or a committee for a period longer than six consecutive months without the permission of the Corporation,the Corporation may by notice in writing to that member remove the member from office with immediate effect and the office shall then be vacant.
- c. Any person who is a member of the Corporation by virtue of being a member of the staff at the College (or University of Hertfordshire), including the Principal & CEO, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- d. The Corporation may terminate the membership of an external member if after appointment they become a member of staff of the College. Thereupon, the office will be vacant.
- e. A student member shall cease to hold office:
 - (i) 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 Corporation may decide; or
 - (ii) if they leave or are expelled from the College, and the office shall then be

vacant.

5. Persons who are ineligible to be members

- a. The Corporation will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation.
- b. No-one under the age of 18 years may be a member, except as a student member.
- c. The Clerk may not be a member.
- d. Subject to paragraphs e) and f), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- e. 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 restriction undertaking, that disqualification shall cease:
 - (i) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (ii) if the bankruptcy order is annulled, at the date of that annulment; or
 - (iii) 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
 - (iv) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- f. 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.
- g. Subject to the rules and procedures for the term of office of a member, a person shall be disqualified from holding, or from continuing to hold, office as a member where the Corporation determines, having regard to the nature of any criminal conviction, the sentence imposed, the time elapsed since the conviction, safeguarding considerations and the role held within the Corporation, that the conviction renders the person unsuitable to continue to hold office as a member.
- h. For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- i. Where a person is disqualified from acting as a charity trustee under Charities Act 2011. S178.
- j. Where a person holds a material interest/s in matters relating to the College. The Corporation's procedures for managing conflicts of interest will be outlined within

the Corporation's Standing Orders. Where a member has a material personal or financial interest in a matter relating to the College, that member shall declare the interest and not be present, count in the quorum, or vote on that matter, in line with the Corporation's agreed procedures.

- k. Where the Corporation reasonably concludes that a Member's conduct renders them unsuitable to continue to hold office, having regard to their duties as a charity trustee.
- l. Upon a member of the Corporation becoming disqualified from continuing to hold office under the above paragraphs, the member shall immediately give notice of that fact to the Clerk.

6. The Conduct of the Corporation and the College

- a. The Corporation and the College shall be conducted in accordance with the provisions of the:
 - (i) Instrument and Articles of Government.
 - (ii) any rules or orders made under the Instrument and Articles of Government.
 - (iii) College rules, policies and procedures; and
 - (iv) all legislation applying to the college and its governance
 - (v) All members of the Corporation are expected to act in accordance with the Nolan Principles of Public Life. The Corporation shall also ensure compliance with all relevant guidance from DfE and OfS.
- b. The Corporation shall approve standards of and/or Codes of Conduct for governors, and for staff (after consultation with staff) and contractors.
- c. The Corporation shall appoint from among its external members a Chair and at least one Vice-Chair. Neither the Principal & CEO nor any staff or student member shall be eligible to serve as Chair or Vice-Chair.
- d. The Corporation may in exceptional circumstances make a decision by way of a written resolution (including by electronic communication), provided that any such resolution is circulated to all members and achieves the same majority approval as would be required at a quorate meeting of the Corporation.

7. Appointment of the Principal & Chief Executive Officer (CEO)

The Corporation shall appoint a person to serve as the Principal & CEO of the College.

8. Appointment of the Clerk

- a. The Corporation shall appoint a person to serve as the Clerk to the Corporation, currently the Director of Governance (DoG).
- b. In the temporary absence of the DoG, the Corporation shall appoint a person to serve as a temporary Clerk.
- c. The Principal & ~~and~~ CEO may not be appointed as Clerk or temporary Clerk.

- d. Subject to Corporation rules relating to proceedings of meetings, the DoG shall be entitled to attend all meetings of the Corporation and any of its committees.
- e. The Clerk may also be a member of staff at the College.

9. Copies of the Instrument and Articles of Government

A copy of this Instrument and the Articles of Government and the related Corporation approved Standing Orders 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 College upon request, during normal office hours, to every member of staff and every student at the College.

10. Change of name of the Corporation

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

11. Application of the Corporation Seal

The Corporation Seal is affixed to certain documents where it is required by law or it is in the interests of the College for the document to be executed as a deed. The application of the seal of the Corporation shall be authenticated by:

- a. the signature of either the Chair (or another member of the Corporation with the exception of the staff and student governors), and
- b. the signature of any other member (with the exception of the staff and student governors).

Articles of Government

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1 The responsibilities of the Corporation

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. ensuring it receives and considers information on the needs of its communities to inform its strategic discussions.
- c. 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.
- d. approval of the College's overarching strategy and Strategic Plan.
- e. the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets.
- f. ensuring that effective arrangements are in place to safeguard and promote the welfare of students, including compliance with statutory safeguarding duties and relevant guidance;
- g. ensuring robust systems of risk management, internal control and assurance are in place, and that the Corporation receives appropriate assurance on their effectiveness;
- h. approving annual estimates of income and expenditure; and
- i. 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.
- j. ensuring that robust arrangements are in place to safeguard and promote the welfare of students (particularly those under 18 and vulnerable adults), in line with statutory safeguarding guidance.
- k. overseeing the effective risk management and internal control framework of the College, to ensure risks are identified and mitigated appropriately.

2. The responsibilities of the Principal and Chief Executive Officer

Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive Officer of the College, and shall be responsible for the following functions:

- a. making proposals to the Corporation about the educational character and vision, mission, strategy and values of the College and implementing the decisions of the Corporation; the determination of the College's academic and other activities.
- b. 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.
- c. the organisation, direction and management of the College and leadership of the

staff.

- d. the appointment, assignment, grading, appraisal, suspension, dismissal and determination 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
- e. 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.

The Corporation will ensure that the Principal & ~~and~~ CEO and senior post holders are provided with the necessary support, resources, and delegated authority to fulfil their responsibilities effectively, in accordance with sector guidance and best practice.

3. The responsibilities of the DoG

- a. The DoG shall be responsible for advising the Corporation with regard to the operation of its powers, procedural matters, the conduct of its business and matters of governance practice.
- b. The Clerk shall be independent of College management in the performance of their duties and directly accountable to the Corporation.

4. Corporation's delegable and non-delegable functions

The Corporation is responsible for setting the strategic direction, policy framework, and oversight of the College. The Principal & ~~and~~ CEO and executive team are responsible for proposing strategy, vision, mission and values to the Corporation as well as the day-to-day management and implementation of strategy. The Corporation will not become involved in operational matters except where required by law or in exceptional circumstances.

- a. The Corporation shall not delegate the following functions:
 - (i) the determination of the educational character and vision, mission, strategy and values of the College.
 - (ii) the approval of the College's overarching strategic direction and Strategic Plan.
 - (iii) the approval of the annual estimates of income and expenditure.
 - (iv) the responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets.
 - (v) the appointment of the Principal ~~and~~ & CEO or holder of a senior post;
 - (vi) the appointment of the DoG; or
 - (vii) the modification or revocation of the Instrument and Articles of Government.
 - (viii) the consideration of the case for dismissal of a Senior Post Holder, and
 - (ix) the appointment of the DoG, (including where the DoG is, or is to be, appointed as a member of staff the DoG's appointment in the capacity of a

member of staff); and

- (x) the power to determine an appeal in connection with the dismissal of the Principal and CEO, the DoG or the holder of a senior post, other than to a committee of external members of the Corporation.
- b. The Corporation shall make rules specifying the way in which a committee having functions under paragraph 6.b.ii shall be established and conducted.
- c. The Corporation retains ultimate accountability for all decisions taken under delegated authority and shall ensure that appropriate assurance, reporting and oversight arrangements are in place.

5. Principal and CEO delegable and non-delegable functions

The Principal & Chief Executive shall maintain a clear executive accountability framework setting out the responsibilities of Senior Post Holders, which shall be kept under review and made available to the Corporation.

Responsibilities of Senior Post Holders (including Deputy Chief Executives)

- a. The Corporation recognises that certain Senior Post Holders may be designated as Deputy Chief Executives or hold defined executive accountability for major areas of the College's performance and operations.
- b. Without prejudice to the overall accountability of the Principal & Chief Executive, the Corporation may determine the scope of senior post holder roles and assign defined areas of responsibility and accountability. These may include, but are not limited to:
 - financial performance, estates and infrastructure;
 - curriculum, quality, performance and student outcomes;
 - employer engagement, growth and external partnerships;
 - operational delivery and support services.
- c. Senior Post Holders, including Deputy Chief Executives, shall be responsible for the leadership, performance and delivery of their assigned portfolios and for providing assurance on performance within those areas.
- d. Senior Post Holders shall be accountable to the Principal & Chief Executive for the discharge of their duties, and through the Principal & Chief Executive to the Corporation.
- e. The Principal & Chief Executive may formally delegate operational authority to Senior Post Holders but shall retain overall accountability for the effective leadership, management and performance of the College.
- f. The Corporation shall hold the Principal & Chief Executive to account for the performance of Senior Post Holders, including the effective discharge of delegated responsibilities and the achievement of agreed strategic and operational objectives.

6. Appointment and promotion of staff

- a. The Corporation will appoint the Principal & CEO, and senior postholders,

including the DoG.

- b. For such appointments, the Corporation will appoint a selection panel consisting of at least five members of the Corporation including the Chair or the Vice Chair, or both, where the vacancy is for the post of Principal & CEO; or at least three other members of the Corporation – the SGR Committee membership will ordinarily form the basis of any Selection Panel unless otherwise agreed at Corporation – which will include the Principal & CEO where the vacancy is for any other senior post, including that of DoG.
- c. The members of the selection panel shall:
 - (i) decide on the arrangements for advertising and selecting the applicants to interview;
 - (ii) interview the applicants; and
 - (iii) make recommendations to the Corporation for appointment.
 - (iv) For the appointment of any senior post holder other than the Principal & CEO, the membership of the Search, Governance and Remuneration Committee (SGR) will ordinarily form the basis of the selection panel (unless otherwise agreed by the Corporation), and the Principal & CEO shall be included on such a panel
- d. The Corporation shall consider the recommendation of the selection panel and decide upon the final appointment to be made.
- e. 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 c with or without first re-advertising the vacancy.
- f. Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:
 - (i) may be required to act as Principal ~~and~~ & CEO 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 ~~and~~ & CEO or such other senior post holder during the period of the vacancy or temporary absence.
 - (iii)
- g. The Principal & CEO shall have responsibility for selecting for appointment all members of staff other than:
 - (i) senior post holders; and
 - (ii) where the DoG is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

7. Suspension and dismissal of the DoG

- a. Where the DoG is also a member of staff at the institution, s/he is to be treated as

- a senior post holder.
- b. Where the DoG is suspended or dismissed as a member of staff, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

8. Academic freedom

In approving the Professional Standards for staff policy the Corporation shall have regard to the need to ensure that academic staff at the College 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 College.

9. Co-operation with government funding agencies

The Corporation shall co-operate with any person authorised by the government funding agencies 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.

10. Internal Audit

- a. The Corporation 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 Corporation's resources.
- b. The Corporation may arrange for the examination and evaluation mentioned in paragraph a. to be carried out on its behalf by internal auditors.
- c. The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph a. if those persons are already appointed as external auditors.

11. Accounts and audit of accounts

- a. The Corporation shall:
 - (i) ensure the preparation of monthly management accounts, to include monthly income and expenditure, the latest budget forecast, the balance sheet and a cash flow report;
 - (ii) maintain proper accounts and proper records in relation to the accounts; and
 - (iii) prepare a statement of accounts for each financial year of the Corporation.
- b. The statement shall:
 - (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 government funding agencies 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.

- c. The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- d. The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors.
- e. Auditors shall be appointed and audit work conducted in accordance with any requirements of government funding agencies.
- f. The “financial year” means the first financial year and, except as provided for in paragraph h), each successive period of twelve months.
- g. 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 the government funding agencies approval.
- h. If the Corporation is dissolved:
 - (i) the last financial year shall end on the date of dissolution; and
 - (ii) the Corporation may decide, with the government funding agencies approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.
- i. The Corporation shall establish an Audit Committee with terms of reference approved by the Corporation, to provide independent oversight of the College’s financial reporting, internal controls and risk management, and to advise the Corporation on financial and audit matters.

12. Rules and Standing Orders

The Corporation shall have the power to make rules and Standing Orders relating to the government and conduct of the College and these rules and bye- laws shall be subject to the provisions of the Instrument and Articles of Government.

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

- a. Subject to paragraph b) 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.

- b. The Corporation shall not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.
- (i) The Corporation shall not make any modification to its Instrument or Articles that would cause non-compliance with any requirement of Schedule 4 of the Further and Higher Education Act 1992 (as amended).

14. Governance Framework and Review

- a. The Corporation shall operate in accordance with recognised sector governance standards, including the Association of Colleges Code of Good Governance and relevant Department for Education guidance. The Corporation shall undertake periodic self-assessment and external review of its governance effectiveness and shall review this Instrument and Articles on a regular basis to ensure ongoing compliance and alignment with best practice.

15. Dissolution of the Corporation

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

- 16.** These Instrument and Articles of Government have been reviewed and updated in accordance with the Association of Colleges (AoC) Code of Good Governance (2024), the Department for Education (DfE) Governance Guide (2025), and all relevant statutory and regulatory requirements including those from ESFA and OfS.

These Instrument and Articles of Government will be reviewed annually by the Corporation, with reference to the latest AoC and DfE guidance.