



COLEG GWENT FURTHER EDUCATION CORPORATION

INSTRUMENT & ARTICLES OF GOVERNMENT

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INSTRUMENT OF GOVERNMENT

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Interpretation

1. In this Instrument of Government the following definitions apply:

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| <i>Welsh Government</i> | The devolved Government for Wales, made up of the First Minister, Ministers and Deputy Ministers |
| <i>The Corporation</i> | The Coleg Gwent Further Education Corporation, to which this instrument applies. |
| <i>This instrument</i> | This Instrument of Government |
| <i>The Board</i> | The governing body and Corporation Board of Coleg Gwent |
| <i>Staff matters</i> | Refers to the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff of Coleg Gwent. |
| <i>Working day</i> | Monday to Friday inclusive, other than bank holidays or public holidays. |
| <i>Necessary skills</i> | Skills and experience, other than professional qualifications, set out in the Corporation Person Specification. |
| <i>Staff/Student Member</i> | Have the meanings given to them in Clause 2. |
| <i>Chair</i> | Chair of the Corporation Board |
| <i>Vice Chair</i> | Vice Chair of the Corporation Board |
| <i>Governance Officer</i> | Person appointed as Governance Officer to the Coleg Gwent Corporation. |
| <i>The College</i> | The Further Education Institution (and/or its subsidiaries) known as Coleg Gwent which the Corporation is established to conduct under the powers of the Further and Higher Education Act 1992 and any subsequent Acts and legislation. |

Composition of the Board

2. (1) The Board is to include:
- (i) the Principal/Chief Executive
 - (ii) two members of staff of the college.
 - (iii) three students of the college (one representing Higher Education students)
 - (iv) a maximum of 16 independent members to include at least one independent member drawn from local industry/employers relevant to the work of the college.
- (2) Of the two members who are members of staff, one will be a member of teaching staff, nominated and elected only by teaching staff; and the other may be a member of the business support staff, nominated and elected only by non-teaching staff.
- (3) The student members will be nominated and elected by the student body through a process open to all students currently enrolled on a course of study at the college.

Determination of membership numbers

3. (1) The Corporation will publish within its Standing Orders, the composition of the Board and the appointment process for the Governors of the college.
- (2) The Board can vary the composition of Governors as set out in the Standing Orders at any time, provided the minimum requirements of clause 2 are met and that an updated document is published in accordance with 3(1).

Appointment of members

4. (1) The authority to appoint members rests with the Board.
- (2) The Board (as appointing authority) may decline to appoint a person as a member if:
 - (a) it is satisfied that the person has been removed from office as a member of any other further education corporation within the last ten years; or
 - (b) the appointment of that person would contravene any rule made under clause 8 of this Instrument concerning the number of terms of office a person may serve; or
 - (c) the person is ineligible to be a member of the Board because of the requirements of clause 7 of this Instrument.
- (3) When any Governor vacancy arises, the Board (as appointing authority) will take all necessary steps to appoint a new member to fill the vacancy as soon as reasonably practicable, but no longer than six months after the vacancy occurs.
- (4) All appointments are subject to approval of the Board and the completion of relevant checks. This includes the completion of an enhanced DBS check.

Appointment of the Chair and Vice Chair

5. (1) The Board will appoint a Chair and a Vice Chair from among its current eligible members.
- (2) The Principal/Chief Executive, staff and student members are ineligible to be appointed as Chair or Vice Chair, or to act as Chair or Vice Chair in their absence.
- (3) If both the Chair and Vice Chair are absent from any meeting of the Board, the members present will, subject to 5(2), choose someone from among themselves to act as Chair/Vice Chair.

- (4) The Chair and Vice Chair will normally hold office for a two year period or such other period defined by the Board and set out in the Standing Orders.
- (5) The Chair or Vice Chair can resign from office at any time by giving written notice to the Governance Officer.
- (6) If the Board is satisfied that the Chair is unfit or unable to carry out the functions of their office, or that it is not in the best interests of the Corporation for the Chair to continue to carry out the functions of the office, it may give written notice, removing the Chair from office and the office will be vacant.
- (7) If the Board is satisfied that the Vice Chair is unfit or unable to carry out the functions of their office, or that it is not in the best interests of the Corporation for the Vice Chair to continue to carry out the functions of the office, it may give written notice, removing the Vice Chair from office and the office will be vacant.
- (8) The Board will appoint a replacement Chair from among the current eligible members either at the last meeting before the end of the term of office of the Chair, or as soon as practicable following the Chair's resignation.
- (9) The Board will appoint a replacement Vice Chair from among the current eligible members either at the last meeting before the end of the term of office of the Vice Chair, or as soon as practicable following the Vice Chair's resignation.
- (10) The Chair and Vice Chair will be eligible for reappointment by the Board at the end of their respective terms of office. Provided that they remain appointed as a Governor in accordance with clause 8 of the Instrument, they may serve up to a maximum of six years in office. In exceptional circumstances, the Board may extend the appointment of the Chair or Vice Chair by a maximum of 1 year beyond this.

Appointment of the Governance Officer

6. (1) The Board will appoint a person to serve as its independent Governance Officer; the Principal/Chief Executive may not be appointed as Governance Officer.
- (2) If the Governance Officer is temporarily absent, the Board will appoint a person to serve as Governance Officer on a temporary basis. The Principal/Chief Executive may not be appointed as temporary Governance Officer.
- (3) Any reference to the Governance Officer in this Instrument and the Articles of Government will be taken to include a temporary Governance Officer appointed under paragraph (2).

- (4) Subject to clause 13(10) the Governance Officer is entitled to attend all meetings of the Board and its committees.
- (5) The Governance Officer may be a member of staff of the college.

Persons ineligible to be members of the Corporation

- 7. (1) No person under the age of 18 years can be a member, except as a student member.
- (2) The Governance Officer cannot be a member.
- (3) Other than the elected staff members and the Principal/Chief Executive, no member of staff can be a member.
- (4) Subject to paragraphs (6) & (7), a person will 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(2) (or any subsequent, relevant legislation), 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 and/or any of the circumstances set out in paragraph (4), that disqualification will cease:
 - (a) on that person being discharged 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 will cease on the date on which the payment is completed and in any other case, it will 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 will be disqualified from holding, or continuing to hold, office as a member if:
- (a) within the previous five years that person has been convicted, whether in the United Kingdom, or elsewhere, of any offence and has received a sentence of imprisonment (whether suspended or not) for a period three months or more, without the option of a fine; or
 - (b) within the past twenty years, that person has been convicted as set out in sub-paragraph (i) 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 (i) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (8) For the purpose of this regulation, any conviction by or before a court outside the United Kingdom will be disregarded if that conviction is in respect of conduct which would not have constituted an offence had it taken place within the United Kingdom under the law then in force in the United Kingdom.
- (9) No person ineligible to serve as a trustee of a charity under sections 178 - 184 of the Charities Act 2011, can serve as a member of the Corporation.
- (10) A member must inform the Governance Officer immediately if he/she becomes disqualified from continuing to hold office under any of the above paragraphs.

Terms of Office & Reappointment

8. (1) A member of the Corporation will hold and vacate office in accordance with the terms of their appointment, but the length of their term of office will not exceed three years.
- (2) At the end of each term of office, members will be eligible for reappointment, but no member will serve more than three consecutive terms (or nine years in total), and the requirements of clause 4 will apply to the reappointment of any member.
- (3) Staff and student members may seek re-election/reappointment provided they remain eligible to serve in that category. They may not serve more than three consecutive terms of office.
- (4) At the discretion of the Board and under advice from the Governance & Membership Committee, a person who has previously served as a Governor may be re-appointed through the approved recruitment process. Where the former member has served less than 3 full terms of office (9 years), they will normally be appointed for a term of office

that will not take them beyond 9 years' continuous service. If an individual has served three full terms of office, a minimum period of 3 years must have elapsed before reappointment can be considered.

Termination of membership

9. (1) A member can resign from office at any time by giving written notice to the Governance Officer.
- (2) If the Board (under advice from the Chair or Governance & Membership Committee) is satisfied that any member is unfit or unable to fulfil their duties, is not acting in the best interests of the college, has acted in contravention of the Corporation Code of Conduct, Values & Behaviours, or has been absent from meetings for six consecutive months without the permission of the Corporation, then that member's appointment may be terminated subject to a resolution to that effect being approved at a meeting of the Board. Written notice will be given.
- (3) Staff members and/or the Principal/Chief Executive, will cease to hold office in the event that they cease to be employed by the college.
- (4) A Student member will cease to hold office:
- (i) at the end of their term of office; or
 - (ii) if expelled from the college; or
 - (iii) on leaving the college.

The holding of interests in matters relating to the college

10. (1) No member is to take or hold any personal interest in any property held or used for the purpose of the college, unless they have written approval from Welsh Government.
- (2) If a member has:
- (a) any financial interest in:
 - (i) the supply of work or goods to or for the purposes of the college; or
 - (ii) any contract or proposed contract, concerning the college, or
 - (iii) any other matter relating to the college
- or
- (b) any other interest specified by the Board on any matter relating to the college, then that member must:
 - (i) disclose to the Board or any committee of the Board, the nature and extent of that interest; and

- (ii) withdraw from any part of a meeting of the Board or its committees where matters relating to that interest are to be discussed or voted upon; and
 - (iii) be discounted from the quorum of those present at a meeting for an item in relation to a resolution on which he or she is not entitled to vote.
- (3) The Governance Officer will maintain a Register of Interests of members of the Corporation and such interests will be disclosed to the Board. The Register of Interests will be made publicly available.
- (4) This clause does not apply when the Board is considering and voting upon matters related to the insurance of members against liabilities incurred by them arising from their office as a Board member, to the Board obtaining and paying for such insurance.

Meetings

11. (1) The Board will meet a minimum of four times in each academic year, and hold any other meetings it deems necessary. Meetings will, wherever possible, be held in person. However with the approval of the Chair, suitable technology may be utilised to allow for members to participate remotely, provided that all members are able to effectively communicate with each other. A meeting will be deemed to have taken place either where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is.
- (2) All meetings will be summoned by the Governance Officer who will issue notice of the meeting, an agenda and any related papers at least 5 working days before the date of the meeting.
- (3) If it is proposed to consider matters relating to the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Officer, then the Chair (and not the Governance Officer) will issue details of that agenda item and any relevant papers at least 5 working days before the date of the meeting.
- (4) A special meeting of the Board can be called by the Chair (or in their absence, the Vice Chair), or on the written request of any five members of the Board. If the Chair (or in their absence, the Vice Chair) directs that there are matters demanding urgent consideration, then they may direct that a meeting can be called at less than five days' notice.
- (5) If significant material circumstances (for example, civil unrest, pandemic etc.) make it impossible for the Board to meet either in person or remotely for a prolonged period of time, then a temporary 'Special Committee' may be established. This committee will normally

consist of the Chair, Vice Chair, Principal and one other committee Chair as available. Terms of Reference for such a committee will be approved by the Board and the ongoing use of such a committee will be subject to review every 3 months.

- (6) Every member must act in the best interests of the Corporation. Accordingly, members must not be bound by any mandate given to them by any other organisation or person.
- (7) The requirements to issue notice of a meeting set out in paragraphs (2), (3) and (4) can be fulfilled by electronic communication.

Quorum

- 12. (1) For a meeting of the Board to be quorate, the number of members present must be at least 50% of the total number of eligible current members as determined according to clause 3. Members participating in the meeting remotely with the agreement of the Chair will count towards the quorum for that meeting.
- (2) The quorum requirements for committees of the Board are set out in the approved Terms of Reference for each committee.
- (3) If the number of members present for a meeting does not constitute a quorum, the meeting cannot be held.
- (4) If there ceases to be a quorum during a meeting, the formal meeting will be terminated at once and no vote or decision can be taken.
- (5) If a meeting cannot be held or cannot continue because it is not quorate, the Chair will call a special meeting at the earliest convenient date to address outstanding business.

Proceedings

- 13. (1) All matters to be decided at a meeting of the Board will be determined by a simple majority of the votes of those members present and eligible to vote. If there is an equal division of votes, the Chair of the meeting will have the casting vote. Members participating remotely will be entitled to vote as if physically present.
- (2) A member may not vote by proxy or via a postal vote.
- (3) If a decision requires the urgent approval of the Board and a meeting is not possible, a written resolution may be taken via email. This will only apply where the Chair feels that the matter is of such importance that the full involvement of the Board is essential.

- (4) The Chair is authorised to act on behalf of the Board in specific circumstances as identified in the Chair & Vice Chair Role Profile. The Chair may also take 'Chair's Action' if urgent action is required between meetings. In such event, every effort will be made to consult with the Board. Any action taken by the Chair in this respect is subject to formal endorsement at the next scheduled Board meeting and will be recorded in the Register of Chair's Action maintained by the Governance Officer.
- (5) Any item for decision must be listed in the Agenda for the meeting. No resolution of members can be rescinded or varied at a subsequent meeting unless consideration to rescind or vary the resolution is listed as a specific item on the agenda for that meeting.
- (6) A member of the Board who is also a member of staff of the college, including the Principal/Chief Executive, must withdraw:
 - (a) from that part of any meeting at which staff matters relating solely to that member of staff (as opposed to relating to all members of staff, or group of staff) are to be considered;
 - (b) from that part of any meeting at which his or her reappointment, or the appointment of his or her successor, is to be determined;
 - (c) if required by a majority of other members present, from that part of any meeting at which staff matters relating to any member of staff holding a post senior to their own are to be considered; and
 - (d) if required by a majority of other members present, from that part of any meeting at which negotiations covering the pay or conditions of any, or all, members of staff are being considered.
- (7) A student member who is under the age of 18 years is not eligible to vote at any meeting, on any matter concerning capital expenditure or under which the College would enter into a contract or incur debt/liability.
- (8) Except as provided for by rules made under article 10(3) of the Articles of Government relating to student discipline, a student member will withdraw from that part of any meeting at which his or her conduct, suspension or expulsion, or those of any student, are to be considered.
- (9) If the Board or any committee of the Board, is to discuss staff matters relating to a member or prospective member of staff of the college, a student member will:
 - (a) not take part in the consideration or discussion of the matter, and not vote on any question with respect to the matter; and
 - (b) if required to do so by a majority of the other members present (other than student members), withdraw from the meeting.

- (10) The Governance Officer:
- (a) will withdraw from that part of any meeting at which his or her remuneration, conditions of service, conduct, suspension, dismissal or retirement, in his or her capacity as Governance Officer, are to be considered; and
 - (b) if he or she is a member of staff of the college, withdraw in any case where required under paragraph (6).
- (11) If the Governance Officer is required to withdraw from a meeting, or part of a meeting, the Board or committee will appoint a person from their number to act as temporary Governance Officer for the duration of their withdrawal. The Principal/Chief Executive cannot be appointed as temporary Governance Officer.
- (12) Any senior post holder (other than the Governance Officer) present at a meeting will withdraw from that part of any meeting at which his or her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered or if requested to do so by the Board/committee Chair.

Access to meetings

14. (1) The Board will decide any question as to whether a person who is not a member of the Board or the Governance Officer, should be allowed to attend any of its meetings. In making its decision, the Board will give consideration to the requirements of clause 16(2) of this Instrument.
- (2) Subject to clause 13, in addition to the members of the Corporation and the Governance Officer, the following persons are expected to attend meetings of the Corporation or its committees:
- Senior Post Holders
 - Members of the Senior Leadership Team and any other member of staff requested to attend to contribute to specific discussions.
- (3) Access to meetings will be granted to a maximum of two observers appointed by Welsh Government.

Minutes

15. (1) Written minutes of every meeting of the Board will be prepared and will be taken for approval as an agenda item at the next meeting.
- (2) The minutes of the last meeting are not required to be taken as an agenda item at a special meeting. Where they are not taken, they will be taken as an agenda item at the next scheduled meeting that is not a special meeting.

- (3) Minutes that are taken as an agenda item and subsequently agreed, will be signed by the Chair as an accurate and true record.
- (4) Separate minutes will be taken of those parts of meetings from which any member or the Governance Officer has been required to withdraw in accordance with clause 13. Any person who is required to withdraw from a meeting is not entitled to see the minutes, or any associated papers, of that part of the meeting.
- (5) Any decision taken by written resolution will be filed as if it were a set of minutes, to be noted as information only at the next meeting.

Publication of papers

16. (1) Subject to paragraph (2) below, the following documents will be made available to the public via the college website or for inspection at the college on request during normal working hours:
 - (a) The agenda for every meeting of the Board and its committees;
 - (b) The approved, signed minutes of every meeting of the Board and its committees;
 - (c) Any report or document considered at such a meeting (excepting those classified as 'Confidential' under the Corporation Access to Information Policy).
- (2) The following items may be excluded from the requirements of paragraph (1):
 - (a) Material relating to a named employee or proposed employee of the college.
 - (b) Material relating to a named student at, or candidate for admission to, the college.
 - (c) Material relating to the Governance Officer.
 - (d) Information on any matter which the Board is satisfied should be dealt with on a confidential basis.
 - (e) Information subject to exemption under the Freedom of Information Act 2000 or the Environmental Information Regulation.
- (3) Items excluded under 16(2)(d) will be reviewed annually and made available if/when they cease to be classified as confidential.

Allowances to Members

17. (1) The Corporation may reimburse members such reasonable travelling, subsistence or other allowances as the Board determines.

- (2) The Board must not, without the written approval of Welsh Government and the Charity Commission, pay any allowances that remunerate members for their services as a Corporation member.

Change of name

18. The Corporation may change its name only with the approval of Welsh Government.

Dissolution of the Corporation

19. (1) The Corporation may by resolution, dissolve itself and provide for the transfer of its property rights and liabilities. In such circumstances, the Corporation will comply with the requirements of the 'Dissolution of Further Education Corporations (Publication of Proposals and Prescribed Bodies) (Wales) Regulations 2014'.
- (2) If the Corporation is dissolved, the last financial year will end on the date of dissolution. If appropriate, the Board may, with the approval of Welsh Government, determine that the last two financial years are to be treated as a single financial year.

Application of the Corporate Seal

20. The application of the Common Seal of the Corporation must be authenticated by:
 - (a) the signature of the Chair or Vice Chair or another independent member authorised either generally or specifically, by the Board to act for that purpose; and
 - (b) the signature of the Principal/Chief Executive (or a person temporarily appointed to the role under article 5(7)).

Instrument of Government

21. (1) A copy of this Instrument of Government will be given to every member at the time of their appointment.
- (2) A copy of this Instrument of Government will be made publicly available: a copy will be available for inspection at the college on request during normal office hours to staff and students of the college and a copy shall be given free of charge, or at a charge not exceeding the cost of copying, to anyone else that requests it.

- (3) The Corporation may, by resolution of its members, modify or replace this Instrument subject to statutory requirements. No amendment to this document is permitted that would result in a change to the charitable status of the Corporation.

Schedule 2

ARTICLES OF GOVERNMENT

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Interpretation

1. In this Instrument of Government the following definitions apply:
 - (1)

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|-------------------------|--|
| <i>These Articles</i> | This Articles of Government document |
| <i>Welsh</i> | The devolved Government for Wales, consisting of the First Minister, Ministers and Deputy Ministers. |
| <i>Government</i> | |
| <i>The Corporation</i> | The Coleg Gwent Further Education Corporation, to which this instrument applies. |
| <i>The Board</i> | The governing body and Corporation Board of Coleg Gwent |
| <i>External Members</i> | non Board members appointed to serve on committees (in accordance with the Terms of Reference for that committee) |
| <i>Staff matters</i> | Refers to the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff of Coleg Gwent. |

| | |
|-----------------------------|---|
| <i>Working day</i> | Monday to Friday inclusive, other than bank holidays or public holidays. |
| <i>Staff/Student Member</i> | Have the meanings given to them in Clause 2 of the Instrument of Government. |
| <i>Chair</i> | Chair of the Corporation Board |
| <i>Vice Chair</i> | Vice Chair of the Corporation Board |
| <i>Governance Officer</i> | Person appointed as Governance Officer to the Coleg Gwent Corporation. |
| <i>Senior post</i> | The posts of Principal/Chief Executive, two Vice Principals and the Governance Officer. |
| <i>the college</i> | The Further Education Institution (and its subsidiaries) known as Coleg Gwent which the Corporation is established to conduct under the powers of the Further and Higher Education Act 1992 and any subsequent Acts or legislation. |

- (2) The headings within this document are for convenience only and do not affect the construction of these Articles.

Conduct of the college

2. The college is to be conducted in accordance with the provisions of, and any provisions made pursuant to, the Education Acts as defined in section 578 of the Education Act 1996, any subsequent Education Acts, the Learning and Skills Act 2000, any regulations, orders or directions made by the Welsh Assembly Government and subject thereto, in accordance with the provisions of the Instrument of Government, these Articles, any rules made under these Articles and any trust deed regulating the college.

Responsibilities of the Board

3. (1) The Board is responsible for:
- (a) the determination of the educational character and mission of the college and for oversight of its activities;
 - (b) the effective and efficient use of resources, the solvency and financial sustainability of the college and for safeguarding its assets;
 - (c) approving annual estimates of income and expenditure;
 - (d) the appointment, appraisal, suspension and determination of the pay and conditions of service of senior post holders, including the Governance Officer;
 - (e) the dismissal of senior post holders, including the Governance Officer (including where the dismissal of the Governance Officer is in his or her capacity as a member

- of staff if they have been or are going to be, appointed as a member of staff);
 - (f) setting a framework for the pay and conditions of service of all other staff; and
 - (g) ensuring that arrangements are in place for oversight of the academic work of the college, including arrangements for the admission, assessment and examination of students and the procedures for the expulsion of students for academic reasons.
 - (h) Approval of borrowing by the College.
- (2) The Corporation will make and publish arrangements for seeking the views of staff and students on the determination of the educational character and mission of the college and the oversight of its activities.
- (3) The Corporation will undertake to consult on a regular basis with stakeholders (those receiving education and training at the college, employers in the locality and bodies representing persons living in the locality) on its provision and curriculum planning.
- (4) Subject to the responsibilities of the Board, the Principal will serve as Chief Executive of the college and is responsible for:
- (a) making proposals to the Board about the educational character and mission of the college, and for implementing the decisions of the Board;
 - (b) the organisation, direction and management of the college and leadership of the staff;
 - (c) the appointment, assignment, grading, appraisal, suspension and determination, within the framework set by the Board, of the pay and conditions of service of staff other than senior post holders, including the Governance Officer;
 - (d) the dismissal of staff other than senior post holders, including the Governance Officer;
 - (e) the determination, after consultation with the Board, of the College's academic activities, and the determination of its other activities;
 - (f) preparing annual estimates of income and expenditure for consideration and approval by the Board, and the management of budgets and resources within the estimates approved by the Board; and
 - (g) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and implementing decisions to expel students for academic reasons.

Delegation of Functions and Committees

4.
 - (1) Subject to the provisions of this article, the Board can establish a committee of the Board for any purpose or function, with the exception of those functions assigned elsewhere to the Principal/Chief Executive, the Board may delegate powers to:
 - (a) a committee of the Board;
 - (b) the Chair (or in his/her absence, the Vice Chair); or
 - (c) the Principal/Chief Executive.
 - (2) The number of members of any committee established under this article, and the terms on which they are to hold and vacate office, will be determined by the Board.
 - (3) The Board will approve Terms of Reference, specifying the remit, procedures and delegated powers of each of its committees. These Terms of Reference will be made publicly available.
 - (4) The Board will establish a Governance & Membership Committee to advise on:
 - (a) the appointment of Board members;
 - (b) the appointment of External Members;
 - (c) any matters relating to membership or governance matters that the Board directs.
 - (5) The Board will establish an Audit Committee to advise on matters relating to audit arrangements and internal controls. The Audit Committee will consist of at least three Board members, excluding the staff and student members and the Principal/Chief Executive. The Chair of the Corporation may not be a member of the Audit Committee. Membership of the committee will also include at least one External Member.
 - (6) The Audit committee will operate in accordance with any requirements set down by the Welsh Government.
 - (7) Any committee established by the Board (other than those committees established in relation to grievance, disciplinary or dismissal matters as set out in policies required under Article 8), may include individuals who are not members of the Board.
 - (8) The Board must not delegate the following responsibilities:
 - (a) The determination of the educational character and mission of the college and the oversight of its activities.

- (b) The approval of the annual estimates of income and expenditure.
 - (c) The responsibility for ensuring the effective and efficient use of resources, the solvency and financial sustainability of the college and the Board and the safeguarding of their assets.
 - (d) The appointment of the Principal and senior post holders, including the Governance Officer.
 - (e) The responsibility for hearing the appeal against dismissal of the Principal or the senior post holders, including the Governance Officer (where the Governance Officer is a member of staff and is subject to dismissal in his or her capacity as a member of staff).
 - (f) The modification or revocation of the Instrument & Articles.
- (9) The Board will publish a written statement of its policy regarding the attendance at committee meetings by persons who are not members of that committee.
- (10) The Board will publish a written statement of its policy on the publication of minutes of committee meetings.
- (11) The Principal/Chief Executive may delegate any of his or her functions, with the exception of the management of budget and resources, to other appropriate members of staff. Such delegations and their extent will be periodically reviewed and approved by the Board.

Appointment and promotion of senior post holders

- 5.
- (1) Each member of staff of the college, including the Principal, Vice Principals and Governance Officer, will serve under a contract of employment with the Corporation or where applicable, its subsidiaries.
 - (2) If a senior post becomes vacant, the Board will advertise the vacancy through a range of appropriate UK-wide recruitment channels.
 - (3) When recruiting a senior post holder, the Board will appoint a selection panel as follows:
 - (a) **Recruitment of the Principal/Chief Executive** - a minimum of five independent members of the Board, to include the Chair and Vice Chair.
 - (b) **Recruitment of any other senior post holder** - the Principal/Chief Executive, the Chair, Vice Chair and one other independent member of the Board.

- (4) The selection panel will:
 - a) determine the arrangements for selecting applicants for interview;
 - b) interview those applicants selected; and
 - c) make a recommendation of appointment to the Board.
- (5) If the Board approves the recommendation, the candidate recommended by the selection panel will be appointed, subject to the usual checks and references.
- (6) If the selection panel is unable to agree on a recommendation for appointment, or if the Board does not approve their recommendation, the Board may require the selection panel to repeat the steps set out in paragraph (4), with or without first re-advertising the vacancy.
- (7) A member of staff may be temporarily appointed by the Board to act as a senior post holder or as Principal/Chief Executive in the event of a vacancy or a temporary absence. A member of staff so appointed will have all the duties and responsibilities of the post in which they are temporarily serving. Any reference in the Instrument of Government or in these Articles to the Principal/Chief Executive or senior post holder, includes a person appointed in accordance with this paragraph.

Conduct of Staff

6. Following appropriate consultation, the Board will approve policies relating to the conduct and discipline of staff.

Academic Freedom

7. In approving policies under article 6, the Board will have regard to the need to ensure that academic staff employed by the college have freedom within the law, to question and test conventional wisdom and to put forward new, controversial or unpopular opinions, without placing themselves at risk of losing their jobs or any privileges which they enjoy as a member of staff. Notwithstanding this requirement, all staff will be required to carry out their role in a way which reflects the agreed Core Values & Behaviours of Coleg Gwent and which complies with the approved Staff Professional Code of Conduct.

Grievance, suspension and disciplinary procedures

8. (1) (1) After consultation with staff, the Corporation will 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 will be subject to the provisions of Articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1)
- (2) Any rules made under paragraph 1 will include provision for all investigation and appeal processes to be carried out in a timely manner.

Suspension and dismissal of the Governance Officer

9. In the case of a Governance Officer who is also a member of staff, the requirements of policies approved under Article 8 will not prejudice the Board's right to take action in relation to the suspension or termination of the individual's appointment under clause 6 of the Instrument of Government in accordance with any separate agreement relating to his or her appointment as Governance Officer.

Students

10. (1) Any Students' Union is to conduct and manage its own affairs and funds in accordance with a constitution approved by the Board and is to present audited accounts annually to the Audit Committee for review.
- (2) The constitution of the Students' Union cannot be amended or rescinded, in part or whole, without the approval of the Board.
- (3) After consultation with management and representatives of the student body, the Board will approve rules concerning the conduct of students, including procedures for suspension and expulsion.

Financial and Audit Matters

11. (1) The Board will approve the policy by which the tuition and other fees payable to the Corporation are determined (subject to any terms and conditions attached to grants, loans or other payments made by Welsh Government or other bodies).
- (2) The Board will co-operate with any person(s) authorised by Welsh Government or other funding bodies to audit returns and will allow any such person(s) access to any documents or records held by the Institute, including records stored electronically.

Internal Audit

12. (1) The Board will appoint internal auditors to examine and evaluate on its behalf, internal systems of financial control to ensure that such systems promote the proper, economic, efficient and effective use of the Corporation's resources.
- (2) Those persons appointed as internal auditors under paragraph 1 cannot also act as external auditors under article 13.

Annual Accounts

13. (1) The Corporation will keep proper accounting records and prepare financial statements which give a true and fair account and comply with directions issued by Welsh Government.
- (2) The Board will appoint external auditors to audit the accounting records and financial statements. Those persons appointed as external auditors cannot also act as internal auditors under article 12.
- (3) The appointment of auditors and the conduct of audit work will be carried out in accordance with the requirements of Welsh Government.

Articles of Government and the making of rules

14. (1) The Board may by resolution of its members, subject to statutory requirements, modify or replace these Articles. No amendment to this document is permitted that would result in a change to the charitable status of the Corporation.
- (2) The Board has the power to make such rules as it thinks fit, concerning matters in relation to the government and conduct of

the college. Such rules are subject to the provisions of the Instrument of Government and these Articles and are to be set out in Standing Orders.

- (3) A copy of these Articles of Government will be made publicly available: a copy will be available for inspection at the college on request during normal office hours to staff and students of the college and a copy will be given free of charge, or at a charge not exceeding the cost of copying, to anyone else that requests it.