COLEG GWENT FURTHER EDUCATION CORPORATION

INSTRUMENT & ARTICLES OF GOVERNMENT

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INSTRUMENT OF GOVERNMENT

	CONTENTS	Page
1.	Interpretation of terms	4
2.	Composition of the Board	4
3.	Determination of Membership Numbers	5
4.	Appointment of Members	5
5.	Appointment of the Chair and Vice Chair	5
6.	Appointment of the Governance Officer	6
7.	Persons ineligible to be Members of the Corporation	7
8.	Terms of Office & Reappointment	8
9.	Termination of Membership	9
10.	The Holding of Interests in Matters Relating to the College	9
11.	Meetings	10
12.	Quorum	11
13.	Proceedings	11
14.	Access to Meetings	13
15.	Minutes	14
16.	Publication of Papers	14
17.	Allowances to Members	15
18.	Change of Name of the Corporation	15
19.	Dissolution of the Corporation	15
20.	Application of the Corporate Seal	15
21.	Instrument of Government	16

Interpretation

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

	The devolved Government for Wales, made up of the First Minister, Ministers and Deputy Ministers

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 G g97.0G[(tha) 42.v 400.24 69.7of office

(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) [redacted] [redacted]

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) The Board may terminate the appointment of a Member of the Corporation, subject to a written resolution if at any time, it is satisfied that the Member:

a) has been absent from meetings for six consecutive months without explanation or agreement of the Chair;

b) has become disqualified by virtue of the criteria set out in clause 7 of this Instrument;

c) has acted in a way that constitutes a serious breach of the approved Corporation Code of Conduct, Values & Behaviours or which

(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.

(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.

(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)

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

Contents	Page

1.

Monday to Friday inclusive, other than bank holidays or public holidays.
Have the meanings given to them in Clause 2 of the Instrument of Government.
Chair of the Corporation Board
Vice Chair of the Corporation Board
Person appointed as Governance Officer to the Coleg Gwent Corporation.
The posts of Principal/Chief Executive, two Vice Principals and the Governance Officer.

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.

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

(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.

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(1)(f) & 5(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 ac ' ' ' '

Financial and Audit Matters

11.