

ARCHDIOCESE OF LIVERPOOL
SAINT JOHN RIGBY CATHOLIC SIXTH FORM
COLLEGE
INSTRUMENT OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. The Composition of the Governing Body
3. Determination of governor numbers
4. Transitional arrangements
5. Appointment of parent, staff and student governors, and vacancies
6. Appointment of the Chair and Vice-Chair
7. Appointment of the Clerk to the Governing Body
8. Persons who are ineligible to be governors
9. The term of office of a governor
10. Termination of governorship
11. Governors not to hold interests in matters relating to the College
12. Meetings
13. Quorum
14. Proceedings of meetings
15. Minutes
16. Public access to meetings
17. Publication of minutes and papers
18. Payment of allowances to governors
19. Copies of the Instrument of Government
20. Change of name of the College
21. Amendments to the Instrument of Government

Interpretation of the terms used

1. In this Instrument of Government—
 - (a) “foundation governor” means a person appointed for the purpose of securing that the Catholic character of the College is preserved and developed and, in particular, that the College is conducted in accordance with the trust deed of the Archdiocese of Liverpool;
 - (b) “additional foundation governor”, “co-opted governor”, “parent governor”, “staff governor” and “student governor” have the meanings given to them in clause 2;
 - (c) “Bishop” means the Archbishop of Liverpool or any person exercising Ordinary jurisdiction on his behalf (including the person or persons on whom the

governance of the See has devolved in the case of the See being vacant or impeded);

- (d) “the Clerk” means the Clerk to the Governing Body;
- (e) “the College” means Saint John Rigby Catholic Sixth Form College;
- (f) “further education institution” means an institution within the further education sector as defined in section 91(3) of the Further and Higher Education Act 1992^(a);
- (g) “this Instrument” means this Instrument of Government;
- (h) “the LSC” means the Learning and Skills Council for England;
- (i) “LSC governor” means a member of the Governing Body appointed by the LSC under section 11 of the Learning and Skills Act 2000^(b);
- (j) “meeting” includes a meeting at which the governors attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (k) any reference to “the Principal” shall include a person acting as Principal;
- (l) “the previous Instrument of Government” means the Instrument of Government relating to the Governing Body which had effect immediately before { insert agreed date };
- (m) “the Secretary of State” means the Secretary of State for Innovation, Universities and Skills;
- (n) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (o) “the students’ union” means any association of students formed to further the educational purposes of the College and the interests of students, as students;
- (p) a “variable category” means any category of governors whose numbers may vary according to clauses 2 and 3.

The Composition of the Governing Body

2.—(1) Subject to the transitional arrangements set out in clause 4, the Governing Body shall consist of—

- (a) at least eight persons who have been appointed by the Bishop as foundation governors;
- (b) up to two governors who have been co-opted by the governing body (“co-opted governors”);
- (c) up to two LSC governors (if appointed);
- (d) up to two foundation governors appointed by the Bishop if the LSC appoints an LSC governor (“additional foundation governors”);
- (e) at least one governor, who is a parent of a student attending the College, appointed by the governing body after nomination and election by other parents, or if the Governing Body so decides, appointed by the governing body on the nomination of a recognised association representing parents (“parent governors”);

a 1992 c.13.
b 2000 c.21.

- (f) the Principal of the College;
 - (g) at least one governor who is a member of the College’s staff and has a contract of employment with the College, appointed by the governing body after nomination and election as set out in paragraphs (3),(4) or (5) (“staff governors”);
 - (h) at least two governors who are students at the College, appointed by the governing body after nomination and election by their fellow students, or if the Governing Body so decides, appointed by the governing body on the nomination of a recognised association representing such students (“student governors”)
- provided that at all times the number of foundation governors (other than additional foundation governors) shall outnumber the other governors (other than LSC governors and additional foundation governors) by at least three.

(2) A person who is not for the time being enrolled as a student at the College, shall nevertheless be treated as a student during any period of authorised absence from the College for study, travel or for carrying out the duties of any office held by that person in the College’s students’ union.

(3) Where the Governing Body has decided or decides that there is to be one staff governor, the governor may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.

(4) Where the Governing Body has decided or decides that there are to be two staff governors—

- (a) one may be a member of the academic staff, nominated and elected only by academic staff; and the other may be a member of the non-academic staff, nominated and elected only by non-academic staff, or
- (b) each may be a member of the academic or non-academic staff, nominated and elected by all staff.

(5) Where the Governing Body has decided that there are to be three staff governors-

- (a) all may be members of the academic or non-academic staff, nominated and elected by all staff,
- (b) one may be a member of the academic or the non-academic staff, nominated and elected by all staff, one may be a member of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff nominated and elected by non-academic staff only,
- (c) two may be members of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff, nominated and elected by non-academic staff only, or
- (d) one may be a member of the academic staff, nominated and elected by academic staff only, and two may be members of the non-academic staff, nominated and elected by non-academic staff only.

(6) The person or body responsible for the appointment will decide whether a person is eligible for nomination, election and appointment as a governor under paragraph (1).

Determination of Governor numbers

3.—(1) Subject to paragraph (2) and the transitional arrangements in clause 4, the number of governors, other than LSC governors and additional foundation governors, and the number of governors of each variable category shall be that decided by the Governing Body in the most recent determination made under the previous Instrument of Government.

(2) The Governing Body may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that -

- (a) the number of governors, other than LSC governors and additional foundation governors, shall not be less than twelve; and
- (b) the numbers of governors of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

(3) No determination under this clause shall terminate the appointment of any person who is already a governor at the time when the determination is made provided that at all times the number of foundation governors shall outnumber the other governors other than LSC and additional foundation governors by at least three.

(4) A determination made under this clause shall not have effect unless the governing body has consulted the Trustees of the College on the proposed determination.

Transitional arrangements

4. Where, following the last determination under the previous Instrument of Government, the membership of the Governing Body does not conform in number to that determination—

- (a) nothing in clauses 2 and 3 of this Instrument shall require the removal of governors where the previous Instrument would not have required their removal; but
- (b) the Governing Body shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible,

provided that at all times the number of foundation governors shall outnumber the other governors other than LSC and additional foundation governors by at least three.

Appointment of parent, staff and student governors, and vacancies

5.—(1) The Governing Body may decline to appoint a person as a parent, staff or student governor if—

- (a) it is satisfied that the person has been removed from office as a governor of a further education institution or maintained school in the previous ten years; or
- (b) the appointment of the person would contravene any rule or bye-law made under article 24 of the Articles of Government relating to the number of consecutive terms of office a person may serve, provided that such rules or bye-laws make the same provision for each category of governors; or
- (c) the person is ineligible to be a governor because of clause 8.

(2) The Clerk to the Governing Body shall notify the appropriate nominating or electing authority as soon as possible of every vacancy or expected vacancy among the governors.

Appointment of the Chair and Vice-Chair

6.—(1) The Governing Body shall appoint a Chair and a Vice-Chair from among the foundation governors.

(2) Neither the Principal nor any staff or student governor shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

(3) If both the Chair and the Vice-Chair are absent from any meeting of the Governing Body, the governors present shall choose one of the foundation governors to act as Chair for that meeting.

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

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

(6) If the Governing Body is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.

(7) If the Governing Body is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.

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

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

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

(11) Paragraph (10) is subject to any rule or bye-law made by the Governing Body under article 24 of the Articles of Government concerning the number of terms of office which a person may serve as Chair or Vice-Chair.

Appointment of the Clerk to the Governing Body

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

(2) In the temporary absence of the Clerk, the Governing Body shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.

(3) Any reference in this Instrument to the Clerk, shall include a temporary Clerk appointed under paragraph (2).

(4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Governing Body and any of its committees.

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

Persons who are ineligible to be governors

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

(2) The Clerk may not be a governor.

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

(4) Paragraph (3) does not apply to a student who is employed by the College in connection with the student's role as an officer of a students' union.

(5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a governor, if that person has been adjudged bankrupt, or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986^a, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

(6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—

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

(7) 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.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a governor if—

- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
- (b) within the previous twenty years that person has been convicted as set out in subparagraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

^a 1986.c.45 as amended by the Enterprise Act 2002 (c. 40)

(c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

(9) For the purpose of this clause there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a governor becoming disqualified from continuing to hold under paragraph (5) or (8), the governor shall immediately give notice of that fact to the Clerk.

(11) A person shall be disqualified from holding, or from continuing to hold, office as a governor if that person is disqualified from being a charity trustee under the Charities Act 1993.

The term of office of a governor

9.—(1) A governor (other than the Principal) shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

(2) Governors retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the re-appointment of a parent, staff or student governor as it does to the appointment of such a governor..

(3) Except in relation to foundation governors, paragraph (2) is subject to any rule or bye-law made by the Governing Body under article 24 of the Articles of Government concerning the number of terms of office a person may serve.

Termination of governorship

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

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

- (a) any governor, other than a foundation governor, is unfit or unable to discharge the functions of a governor; or
- (b) any governor has been absent from meetings of the Governing Body for a period longer than six consecutive months without the permission of the Governing Body,

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

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

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

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

and the office shall then be vacant.

(5) A foundation governor may be removed from office at any time by the Bishop.

Governors not to hold interests in matters relating to the College

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

(2) A governor to whom paragraph (3) applies shall -

- (a) disclose to the Governing Body the nature and extent of the interest; and
- (b) if present at a meeting of the Governing Body, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that governor is not entitled to vote; and
- (c) withdraw, if present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the governors or committee present at the meeting.

(3) This paragraph applies to a governor who—

- (a) has any financial interest in—
 - (i) the supply of work to the College, or the supply of goods for the purposes of the College;
 - (ii) any contract or proposed contract concerning the College; or
 - (iii) any other matter relating to the College; or
 - (b) has any other interest of a type specified by the Governing Body in any matter relating to the College.
- (4) In paragraph (3) above, the Governing Body may not specify as an interest any position or office held within or connected with the trustees of the College or the diocese under whose jurisdiction the College falls.

(5) This clause shall not prevent the governors considering and voting upon proposals for the Governing Body to insure them against liabilities incurred by them arising out of their office or the Governing Body obtaining such insurance and paying the premium.

(6) Where the matter under consideration by the Governing Body or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff governor—

- (a) need not disclose a financial interest; and
- (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff governor acts in the best interests of the Governing Body as a whole and does not seek to represent the interests of any other person or body; but
- (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff governor is representing any of the staff concerned in those negotiations.

(7) The Clerk shall maintain a register of the interests of the governors which have been disclosed and the register shall be made available during normal office hours at the College to any person wishing to inspect it.

Meetings

12.—(1) The Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.

(2) Subject to paragraphs (4) and (5) and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the Governing Body written notice of the meeting and a copy of the proposed agenda.

(3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the governors a copy of the agenda item concerned, together with any relevant papers.

(4) A meeting of the Governing Body, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five governors.

(5) Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

Quorum

13.—(1) Meetings of the Governing Body shall be quorate if the number of governors present is at least 40% of the total number of governors, determined according to clause 3, together with any LSC governors and additional foundation governors, including at least four foundation governors.

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

(3) If during a meeting of the Governing Body there ceases to be a quorum, the meeting shall be terminated at once.

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

Proceedings of meetings

14.—(1) Every question to be decided at a meeting of the Governing Body shall be decided by a majority of the votes cast by governors present and entitled to vote on the question.

(2) Where, at a meeting of the Governing Body, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

(3) A governor may not vote by proxy or by way of postal vote.

(4) No resolution of the governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(5) The validity of any proceedings of the Governing Body, or of any committee of the Governing Body, shall not be affected by a vacancy amongst the governors or by any defect in the appointment, nomination or election of a governor.

(6) Except as provided by procedures made pursuant to article 17 of the Articles of Government, a governor who is a member of staff at the College, including the Principal, shall withdraw—

- (a) from that part of any meeting of the Governing Body, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- (b) from that part of any meeting of the Governing Body, or any of its committees, at which that governor's reappointment or the appointment of that governor's successor is to be considered;
- (c) from that part of any meeting of the Governing Body, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- (d) if so required by a resolution of the other governors present, from that part of any meeting of the Governing Body or any of its committees, at which staff matters relating to any member of staff holding a post senior to that governor's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

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

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

(8) Except as provided by rules made under article 19(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student governor shall withdraw from that part of any meeting of the Governing Body or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

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

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

(10) The Clerk—

- (a) shall withdraw from that part of any meeting of the Governing Body, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct,

suspension, dismissal or retirement in the capacity of Clerk are to be considered;
and

- (b) where the Clerk is a member of staff at the College, the Clerk shall withdraw in any case where a governor is required to withdraw under paragraph (5).

(11) If the Clerk withdraws from a meeting, or part of a meeting, of the Governing Body under paragraph (9), the Governing Body shall appoint a person from among themselves to act as Clerk during this absence.

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

Minutes

15.—(1) Written minutes of every meeting of the Governing Body shall be prepared, and, subject to paragraph (2), at every meeting of the Governing Body the minutes of the last meeting shall be taken as an agenda item.

(2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

(3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which staff governors, student governors or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (7) (8) or (9) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings

16. The Governing Body shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a governor, the Clerk or the Principal and in making its decision, it shall give consideration to clause 17(2).

Publication of minutes and papers

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

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

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

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

- (a) a named person employed at or proposed to be employed at the College;
- (b) a named student at, or candidate for admission to, the College;

- (c) the Clerk; or
- (d) any matter which, by reason of its nature, the Governing Body is satisfied should be dealt with on a confidential basis.

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

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

Payment of allowances to governors

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

Copies of the Instrument of Government

19. A copy of this Instrument shall be given free of charge to every governor and to the Trustees, and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the College upon request, during normal office hours, to every member of staff and every student.

Change of name of the College

20. The Governing Body may change the name of the College, subject to the consent of the Trustees of the College, with the approval of the Secretary of State.

Amendment of Instrument of Government

21. This Instrument may be replaced or modified by the Governing Body subject to the consent of the Trustees of the College and the approval of the Secretary of State in accordance with section 29 of the Further and Higher Education Act 1992.

ARCHDIOCESE OF LIVERPOOL
SAINT JOHN RIGBY CATHOLIC SIXTH FORM
COLLEGE

ARTICLES OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Conduct of the college
3. Collective Worship
4. Religious Education
5. Responsibilities of the Governing Body, the Principal and the Clerk
6. The establishment of committees and delegation of functions generally
7. The audit committee
8. Composition of committees
9. Access to committees and publication of minutes
- 10, 11, 12. Delegable and non-delegable functions
- 13., 14 Appointment and promotion of staff
15. Rules relating to the conduct of staff
16. Academic freedom
17. Grievance, suspension and disciplinary procedures
18. Suspension and dismissal of the Clerk
19. Students
20. Financial matters
21. Co- operation with the LSC's auditor
22. Internal audit
23. Accounts and audit of accounts
24. Rules and bye-laws
25. Copies of Articles of Government and rules and bye-laws
26. Amendment of Articles of Government

Interpretation of the terms used

- 1.** In these Articles of Government—
- (a) any reference to “the Principal” shall include a person acting as Principal;
 - (b) “the Articles” means these Articles of Government;
 - (c) “additional foundation governor”, “foundation governor”, “parent governor”, “staff governor” and “student governor” have the same meanings as in the Instrument of Government;

- (d) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Governing Body appointed under clause 6 of the Instrument of Government;
- (e) “the Clerk” has the same meaning as in the Instrument of Government;
- (f) “the College” has the same meaning as in the Instrument of Government;
- (g) “further education institution” has the same meaning as in the Instrument of Government;
- (h) “the LSC” means the Learning and Skills Council for England;
- (i) “the Secretary of State” means the Secretary of State for Innovation, Universities and Skills;
- (j) “senior post” means the post of Principal and such other senior posts as the Governing Body may decide for the purposes of these Articles;
- (k) “the staff” means all the staff who have a contract of employment with the College;
- (l) “the students’ union” has the same meaning as in the Instrument of Government.

Conduct of the College

2. The College was founded by and is part of the Catholic Church. The College shall be conducted in accordance with the provisions of the Education Acts as defined in section 578 of the Education Act 1996, any subsequent Education Acts, any relevant regulations, orders or directions made there under and subject thereto, in accordance with:

- (a) the provisions of the Instrument of Government;
- (b) the provisions of these Articles and any rules or bye-Laws made thereunder;
- (c) the trust deed of the Archdiocese of Liverpool;
- (d) the teachings and canon law of the Catholic Church,

and at all times the College is to serve as a witness to the Catholic faith in Our Lord Jesus Christ.

Collective Worship

- 3. (1) The Governing Body shall ensure that at an appropriate time on at least one day in each week during which the College is open an act of collective worship is held at the College which students may attend.
- (2) Acts of collective worship shall be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church.
- (3) If the Governing Body considers it appropriate to do so it may in addition to the acts of collective worship referred to in paragraph (2) provide for additional acts of worship which reflect the practices of some or all of the other religious traditions represented in the College.

Religious Education

4. (1) The Governing Body shall ensure that religious education is provided at the College for all students who wish to receive it.
- (2) The Governing Body shall be deemed to be fulfilling its duty if religious education is provided at a time or times at which it is convenient for the majority of full-time students to attend.
- (3) Religious education may take the form of a course of lectures or classes or of single lectures or classes provided on a regular basis and may include a course of study leading to an examination or the award of a qualification.
- (4) The form and content of religious education provided shall be determined from time to time by the Governing Body and shall be in accordance with the teachings, discipline and general and particular norms of the Catholic Church.

Responsibilities of the Governing Body, the Principal and the Clerk

- 5.—(1) The Governing Body shall be responsible for the following functions—
- (a) the preservation and development and of the educational character and mission of the college and the oversight of its activities;
 - (b) approving the quality strategy of the college;
 - (c) the effective and efficient use of resources, the solvency of the College and the Governing Body and safeguarding their assets;
 - (d) approving annual estimates of income and expenditure;
 - (e) the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff;
 - (f) setting a framework for the pay and conditions of service of all other staff; and
 - (g) determining the policy for the admission of students.
- (2) Subject to the responsibilities of the Governing Body, the Principal shall be the Chief Executive of the College, and shall be responsible for the following functions-
- (a) making proposals to the Governing Body and Trustees about the educational character and mission of the College and implementing the decisions of the Governing Body;
 - (b) the determination of the College's academic and other activities;
 - (c) preparing annual estimates of income and expenditure for consideration and approval by the Governing Body, and the management of budget and resources within the estimates approved by the Governing Body;
 - (d) the organisation, direction and management of the College and leadership of the staff;

- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Governing Body, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of staff; and
 - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk shall be responsible for the following functions :-
- (a) advising the Governing Body with regard to the operation of its powers;
 - (b) advising the Governing Body with regard to procedural matters;
 - (c) advising the Governing Body with regard to the conduct of its business; and
 - (d) advising the Governing Body with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

6.—(1) The Governing Body may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to-

- (a) such committees;
- (b) the Chair, or in the Chair's absence, the Vice-Chair; or
- (c) the Principal.

(2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Governing Body.

(3) The Governing Body may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(4) governing such arrangements.

The audit committee

7.—(1) The Governing Body shall establish a committee, to be known as the “audit committee”, to advise on matters relating to the Governing Body's audit arrangements and systems of internal control.

(2) The audit committee shall consist of at least three persons and may include members of staff at the College with the exception of those in senior posts, and shall operate in accordance with any requirements of the LSC.

Composition of committees

8. Any committee established by the Governing Body, other than the Special Committee referred to in article 11, may include persons who are not governors.

Access to committees and publication of minutes

9. The Governing Body shall ensure that :-

- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
- (b) the minutes of committee meetings, if they have been approved by the Chair of the meeting

are published on the college's website and made available for inspection at the college to any person wishing to inspect it, during normal office hours.

Delegable and non-delegable functions

10 – (1). The Governing Body shall not delegate the following functions-

- (a) the preservation and development of the educational character and mission of the College;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the college and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
- (f) the modification or revocation of these Articles.

11. (1) The Governing Body may not delegate—

- (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of the members of the Governing Body.
- (2) The Governing Body shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

12. The Principal may delegate functions to the holder of any other senior post, other than-

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

Appointment and promotion of staff

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

- (a) advertise the vacancy nationally; and
- (b) appoint a selection panel consisting of—
 - (i) at least five governors including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal provided that the majority of members of the panel shall be foundation governors ; or

- (ii) the Principal and at least three other governors provided that the majority of members of the panel shall be foundation governors, where the vacancy is for any other senior post.
- (2) The members of the selection panel shall—
- (a) decide on the arrangements for selecting the applicants for interview;
 - (b) interview the applicants; and
 - (c) where they consider it appropriate to do so, recommend to the Governing Body for appointment one of the applicants they have interviewed.
- (3) If the Governing Body approves the recommendation of the selection panel, that person shall be appointed, provided that where the vacancy is for the post of Principal, the person appointed shall be a member of the Catholic Church.
- (4) If the members of the selection panel are unable to agree on a person to recommend to the Governing Body, or if the Governing Body does not approve their recommendation, the Governing Body may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (1), with or without first re-advertising the vacancy.
- (5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff-
- (a) may be required to act as Principal or in the place of any other senior post holder; and
 - (b) if so required shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.
- (6) The Governing Body shall seek the Secretary of State's consent before making any temporary appointment to the post of Principal or any other senior post, where it is intended that such a post holder will not have a contract of employment with the Governing Body.
- 14.** The Principal shall have responsibility for selecting for appointment all members of staff, other than-
- (a) senior post holders; and
 - (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Rules relating to the conduct of staff

15. After consultation with the staff, the Governing Body shall make rules relating to their conduct.

Academic freedom

16. In making rules under article 15, the Governing Body 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 subject always to the provisions of article 2 regarding the conduct of the College in accordance with the teachings of the

Catholic Church and any consequential constraints included in the Contract of Employment to avoid conduct which is incompatible with the precepts, or with the upholding of the tenets, of the Catholic Church.

Grievance, suspension and disciplinary procedures

17.—(1) After consultation with staff, the Governing Body shall make rules setting out

- (a) grievance procedures for all staff;
- (b) procedures for the suspension of all staff; and
- (c) disciplinary and dismissal procedures for
 - (i) senior post-holders, and
 - (ii) staff other than senior post-holders

and such procedures shall be subject to the provisions of articles 5(1)(e), 5(2)(e), 10(d), 10(e), 11(1) and 18.

(2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

(3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Governing Body considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Clerk

18.—(1) Where the Clerk is also a member of staff at the College, the Clerk is to be treated as a senior post-holder for the purposes of article 17(1)(c).

(2) Where the Clerk is suspended or dismissed under article 17, that suspension or dismissal does not affect the position of the Clerk in the separate role of Clerk to the Governing Body.

Students

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

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

(3) After consultation with representatives of the students, the Governing Body shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

20. The Governing Body shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the LSC.

Co- operation with the LSC's auditor

21.- (1) The Governing Body shall co-operate with any person who has been authorised by the LSC to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Governing Body, including computer records.

(2) Paragraph (1) does not apply to any documents or records relating to any voluntary funds held by the Governing Body, or any voluntary functions of the Governing Body.

Internal audit

22—(1) The Governing Body shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Governing Body's resources.

(2) The Governing Body may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

(3) The Governing Body shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 23.

Accounts and audit of accounts

23.(1) The Governing Body shall

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the Governing Body.

(2) The statement shall—

- (a) give a true and fair account of the state of the Governing Body's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- (b) comply with any directions given by the LSC as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

(3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Governing Body in respect of each financial year.

(4) The Governing Body shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 22.

(5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the LSC.

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

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

(8)If the Governing Body is dissolved—

(a) the last financial year shall end on the date of dissolution; and

(b) the Governing Body may decide, with the LSC’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

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

Copies of Articles of Government and rules and bye-laws

25. A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every governor and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the College upon request, during normal office hours, to every member of staff and every student.

Amendment of Articles of Government

26. These Articles may be replaced or modified by the Governing Body subject to the consent of the Trustees of the College and the approval of the Secretary of State in accordance with section 29 of the Further and Higher Education Act 1992.