

**Archdiocese of Southwark**  
**St. Francis Xavier Sixth Form College**

**INSTRUMENT OF GOVERNMENT**

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**Preamble**

Catholic Voluntary Colleges were formerly Catholic Voluntary Aided schools, and became part of the Further Education sector in 1993 when they were designated as Further Education Institutions under section 28 of the Further and Higher Education Act 1992 (“FHE 1992”), by virtue of the Education (Designated Institutions in Further Education) Order 1993. As designated institutions in the FE sector, the Colleges remained unincorporated associations and did not become FE Corporations.

The Education (Designation of Sixth Form Colleges) (Incorporation) (England) Order 2001 provided for the governing bodies of the Catholic Sixth Form Colleges to become corporate bodies on 1st April 2001, setting out their powers and that they were, and remain, exempt charities. They also remained designated institutions within the FE sector and not FE Corporations.

The Apprenticeships, Skills, Children and Learning Act 2009 (“ASCL 2009”) provided for the Secretary of State to designate, by order, specified existing designated institutions as Sixth Form College Corporations. The Initial Sixth Form Colleges Corporation Designation (England) Order 2010 designated the Catholic Voluntary Sixth Form Colleges as Sixth Form College Corporations.

The Sixth Form College Corporations (Modification of Instrument and Articles of Government) (No.2) Order 2012 modified the Instrument & Articles of the Catholic Sixth Form Colleges after agreement by each College’s Trustees and the Catholic Education

Service (“the CES”). Similar provisions were subsequently inserted into the FHE 1992 by the Education Act 2011 (“EA 2011”).

The EA 2011 also provided for greater freedoms for Sixth Form College Corporations, many of which had already been available to the Voluntary Catholic Colleges.

## **1. Name and Objects**

- (1) (a) The name of the College is St. Francis Xavier Sixth Form College (“the College”),
- (b) The Governing Body shall be known as “The Governing Body of St. Francis Xavier Sixth Form College”.

The College is a voluntary Sixth Form College in the trusteeship of the Archdiocese of Southwark and is an exempt charity to establish, maintain or advance the Catholic religion in the Diocese by any one or more of the charitable objects promoted or served by the Catholic Church within the Diocese.

## **2. Interpretation**

- (1) In this Instrument —
  - (a) “the Articles” or “these Articles” mean the Articles of Government of the College;
  - (b) “Bishop” means the Archbishop of Southwark 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);
  - (c) “Catholic” means in full communion with the See of Rome;
  - (d) “the Clerk” means the Clerk to the Governing Body;
  - (e) “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;
  - (f) “the Governing Body” means the sixth form college corporation;
  - (g) “this Instrument” or “the Instrument” means this Instrument of Government;
  - (h) “meeting” includes a meeting at which the governors attending are present in more than one room, The Governing Body may approve alternative arrangements for governors to participate or vote at meetings of the Governing Body including, but not limited to, by telephone or video conference;
  - (i) any reference to “the Principal” shall include a person acting as Principal;

- (j) “the students’ union” means any association of students formed to further the educational purposes of the College and the interests of students, as students;
  - (k) “the Trustees” means the Trustees of the College.
- (2)
- (a) Where the Governing Body or the Trustees or the Bishop consider that there is an ambiguity or doubt concerning the interpretation or application of any provision of this Instrument or of the Articles, it (or he or they) may request the CES to issue a formal interpretation to resolve the ambiguity or doubt by giving written notice.
  - (b) Where the CES considers that it may be appropriate to issue such an interpretation, it shall consult:
    - (i) the Governing Body, Trustees and Bishop; and
    - (ii) the Governing Body, Trustees and Bishop of any other Catholic Sixth Form College in England and Wales where the wording in question is the same or similar to that in this Instrument or the Articles.
  - (c) Where, after considering the responses to the consultation, the CES considers that it is appropriate to issue such an interpretation, it may do so, and shall issue a copy of the same to all of the persons and bodies mentioned in paragraph (2)(b).
  - (d) This Instrument shall be interpreted and applied in accordance with any interpretations issued by the CES under the provisions of this clause or of any similarly worded clause in the Instrument or Articles of Government of any of the Colleges described in paragraph (2)(b) above.

### **3. The Composition of the Governing Body**

- (1) Subject to the provisions of this clause and the transitional arrangements set out in clause 4, the composition of the Governing Body is set out in the schedule hereto, and shall consist of—
- (a) at least eight persons who have been appointed by the Bishop 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 its objects and the trust deed of the Archdiocese of Southwark (“foundation governors”);
  - (b) up to six governors who have been co-opted by the Governing Body (“co-opted governors”);
  - (c) at least one governor, who is a parent of a student attending the College, appointed by the Governing Body (“parent governor”);
  - (d) the Principal of the College;

- (e) 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 ("staff governor");
- (f) at least one governor who is a student at the College, appointed by the Governing Body ("student governor"),

provided that at all times the number of foundation governors shall outnumber the other 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.

#### **4. Transitional arrangements**

Where the membership of the Governing Body does not conform in number to those set out in the schedule hereto—

- (a) nothing in clause 3 of this Instrument shall require the removal of governors; but
- (b) the Governing Body shall ensure that any new appointments are made so that its composition conforms to the schedule as soon as possible,

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

#### **5. Appointment of parent, staff and student governors, and vacancies**

- (1) The Governing Body shall make regulations setting out the procedures for obtaining nominations for parent, staff or student governors including, where appropriate, the procedures for any elections to obtain such nominations.
- (2) The Clerk to the Governing Body shall notify the Bishop as soon as possible of every vacancy or expected vacancy among the foundation governors.

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

- (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) A person is disqualified from holding, or continuing to hold, office as a governor if:
  - (a) The person's estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - (b) The person is the subject of a bankruptcy restriction order, an interim bankruptcy restriction order, a debt relief restrictions order or an interim debt relief restrictions order.
- (6) A person is disqualified from holding, or continuing to hold, office as a governor at any time when the person is subject to:
  - (a) A disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986;
  - (b) A disqualification order under the Company Directors Disqualification (Northern Ireland) Order 2002, as amended;
  - (c) A disqualification undertaking accepted under the Company Directors Disqualification (Northern Ireland) Order 2002; or
  - (d) An order made under section 429(2) (b) of the Insolvency Act 1986 for failure to pay under a county court administration order.
- (7) A person is disqualified from holding, or continuing to hold, office as a governor if:
  - (a) That person has been removed from the office of trustee for a charity by an order made by the Charity Commission or Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which that person was responsible or to which they were privy, or to which they contributed or which was facilitated by that person's conduct;
  - (b) The person has been removed, under section 34 of the Charities and Trustee Investment (Scotland) Act 2005, from being concerned in the management or control of any body; or
  - (c) The person is disqualified from being a charity trustee under the Charities Act 2011.
- (8) A person is disqualified from holding, or continuing to hold, office as a governor at any time when the person is:
  - (a) Included in the list of those considered as unsuitable to work with children kept under section 1 of the Protection of Children Act 1999, as amended;

- (b) Subject to a direction under section 142 of the Education Act 2002 or any other disqualification, prohibition or restriction which takes effect as if contained in such direction;
  - (c) Barred from regulated activity relating to children in accordance with section 3(2) of the Safeguarding Vulnerable Groups Act 2006;
  - (d) Disqualified from working with children under sections 28, 29 or 29A of the Criminal Justice and Court Services Act 2000;
  - (e) Disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 from child minding or providing day care;
  - (f) Disqualified from registration under Part 3 of the Childcare Act 2006, as amended.
- (9) Subject to sub-paragraph (e) below, a person is disqualified from holding, or continuing to hold, office as a governor where any of the sub-paragraphs (a) to (c) or (e) below apply:
- (a) This sub-paragraph applies to a person if:
    - (i) Within the period of five years ending with the date immediately preceding the date on which the person's appointment would otherwise have taken effect or, as the case may be, on which that person would otherwise have become a governor by virtue of an office, or
    - (ii) Since the person's appointment as governor or, as the case may be, the person became a governor by virtue of an office,
- the person has been convicted, whether in the United Kingdom or elsewhere, of any offence and a sentence of imprisonment (whether suspended or not) has been imposed for a period of not less than three months without the option of a fine;
- (b) This sub-paragraph applies to a person if within the period of 20 years ending with the date immediately preceding the date on which that person's appointment would have taken effect or, as the case may be, on which that person would otherwise have become a governor by virtue of an office, they have been convicted of any offence and a sentence of imprisonment has been imposed for a period of not less than two and a half years.
  - (c) This sub-paragraph applies to a person who has at any time been convicted, as aforesaid, of any offence and a sentence of imprisonment has been imposed on the person for a period of not less than five years.
  - (d) For the purposes of sub-paragraphs (a) to (c) above, any conviction by or before a court outside the United Kingdom of an offence which, if the facts giving rise to

the offence had taken place in any part of the United Kingdom, would not have constituted an offence under the law in force in that part of the United Kingdom must be disregarded.

- (e) This sub-paragraph applies to a person if:
- (i) Within the period of five years ending with the date immediately preceding the date on which the person's appointment would otherwise have taken effect or, as the case may be, on which that person would otherwise have become a governor by virtue of an office; or
  - (ii) Since that person's appointment or, as the case may be, becoming a governor by virtue of an office,

they have been convicted under section 547 of the Education Act 1996 in relation to a nuisance or disturbance on school premises, or under section 85A of the FHE 1992 in relation to a nuisance or disturbance on educational premises, of an offence and has been sentenced to a fine.

- (10) A person is disqualified from holding, or continuing to hold, office as a governor at any time:
- (a) when the person, being a foundation governor, refuses a request by an officer of the Bishop; or
  - (b) when the person, being any other category of governor refuses a request by the Clerk,

to make application under section 113B of the Police Act 1997, for a criminal records certificate.

- (11) Where a person is, or is proposed to become, a governor and by virtue of any of paragraphs (5) to (9) that person is disqualified from holding, or continuing to hold, office as a governor, they must give notice of that fact to the Clerk, or for foundation governors to an officer of the Bishop.

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

- (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.

- (3) Except in relation to foundation governors, paragraph (2) is subject to any rule or bye-law made by the Governing Body under article 25 of the Articles of Government concerning the number of terms of office a person may serve.

## **8. Termination of governorship**

- (1) A governor may resign from office at any time by giving notice in writing to the Clerk or, in the case of a foundation governor, to the Bishop.
- (2) If at any time the Governing Body is satisfied that any governor, other than a foundation governor—

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

- (b) has been absent from meetings of the Governing Body for a period longer than one calendar year or 3 consecutive meetings, whichever is the longer, 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.

## **9. Copies of the Instrument of Government**

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.

## **10. Seal of Governing Body and Dissolution**

- (1) The application of the seal of the Governing Body shall be authenticated by the signature—

- (a) of the Chair or of some other member authorised either generally or specially by the Governing Body to act for that purpose; and
  - (b) of any other member.
- (2) The Governing Body may change the name of the College, subject to the consent of the Trustees, with the approval of the Secretary of State.
  - (3) Subject to paragraph (4), the Governing Body may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
  - (4) Any property held by the Governing Body on trust for the purposes of the College must be transferred to the Trustees.

#### **11. Amendment of Instrument of Government**

- (1) Subject to paragraph (3) and (4), the Trustees may modify or replace this Instrument with the consent of the Governing Body and the Bishop.
- (2) Subject to paragraph (3) and (4), the Governing Body may modify or replace this Instrument with the consent of the Trustees and the Bishop.
- (3) Any consent to be given under this clause must be given in writing by the person or persons entitled to give such consent or an authorised officer thereof.
- (4) The Governing Body shall not make changes to the Instrument that would result in the body ceasing to be a charity.

## **SCHEDULE**

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

Clauses 3 & 4

The Governing Body shall consist of nineteen governors of which there shall be:

- (a) eleven foundation governors;
- (b) the Principal of the College;
- (c) two staff governor;
- (d) two student governor;
- (e) one parent governor;
- (f) two co-opted governors.

**Archdiocese of Southwark  
St. Francis Xavier Sixth Form College**

**ARTICLES OF GOVERNMENT**

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**1. Interpretation**

(1) In these Articles of Government—

- (a) (i) any terms defined in clause 2(1) of the Instrument of Government shall have the same meaning in these Articles;
- (i) the provisions of clause 2(2) of the Instrument shall apply in the same way to the Articles, and the Articles shall be interpreted and applied in accordance with any interpretations issued by the CES under the provisions of that clause

or of any similarly worded clause in the Instrument or Articles of Government of any of the Colleges described in clause (2) (b) of the Instrument;

- (b) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Governing Body appointed under clause 6 of these Articles;
- (c) “Department for Education” means the Department for Education, or any successor body which has the same or similar powers to direct Governing Bodies in relation to the matters set out in article 24;
- (d) “senior Catholic post” means the posts of Principal, Deputy Principal, Head of Religious Education and such other senior posts specified by the Bishop;
- (e) “senior post” means senior Catholic posts, the Clerk, and such other senior posts as the Governing Body may decide for the purposes of these Articles;
- (f) “the staff” means all the staff who have a contract of employment with the College;
- (g) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (h) “Deputy Principal” includes, if there is no person designated as such, the most senior member of staff whose duties include deputising for the Principal in his or her absence.

## **2. Conduct of the College**

The College was founded by and is part of the Catholic Church. The College shall be conducted in accordance with:

- (a) The teachings of the Catholic Church;
- (b) Canon law of the Catholic Church in relation to the governance and the Catholic nature of the College;
- (c) The Trust Deed of the Archdiocese of Southwark;
- (d) The provisions of the Instrument;
- (e) The provisions of these Articles and any rules or bye-Laws made thereunder,

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

### **3. Collective Worship**

- (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.

### **4. Religious Education**

- (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 Governing Body shall ensure that 5% of the curriculum is devoted to religious education.
- (5) 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.

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

- (1)
  - (a) The Governing Body occupies and conducts the College on behalf of the Trustees and under the supervision of the Bishop.
  - (b) The Governing Body is accountable to its Trustees for the occupation of the premises and the conduct of the College, and to the Bishop for the Catholic character of the College.
- (2) The Governing Body shall be responsible for the following functions:
  - (a) the preservation and development of the educational character and mission of the college and the oversight of its activities;

- (b) publishing arrangements for obtaining the views of staff and students on the preservation and development of the educational character and mission of the institution and the oversight of its activities;
  - (c) approving the quality strategy of the College;
  - (d) the effective and efficient use of resources, the solvency of the College and safeguarding of its assets;
  - (e) approving annual estimates of income and expenditure;
  - (f) the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
  - (g) setting a framework for the pay and conditions of service of all other staff; and
  - (h) determining the policy for the admission of students.
- (3) 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; 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.
- (4) 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.

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

- (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 25 of these Articles concerning the number of terms of office which a person may serve as Chair or Vice-Chair.

## **7. Appointment of the Clerk to the Governing Body**

- (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 these Articles to the Clerk, shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to article 10, 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.

## **8. Meetings**

- (1) The Governing Body shall hold such meetings as may be necessary.
- (2) Subject to paragraphs (4) and (5) and to article 9(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.

## **9. Quorum**

- (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 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.

#### **10. Proceedings of meetings**

- (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) 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.
- (4) 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.
- (5) Except as provided by procedures made pursuant to article 21 of these Articles, 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 post are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

- (6) 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.
- (7) 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.
- (8) 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).
- (9) 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.
- (10) 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.

## **11. Right of persons to attend meetings**

Subject to article 10, the following persons are entitled to attend any meeting of the Governing Body: a governor, the Clerk, the Principal, an officer of the Trustees, an officer of the Bishop, and such other persons as the Governing Body may determine.

## **12. Minutes**

- (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 10(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.

### **13. Publication of minutes and papers**

- (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.

**14. Governors not to hold interests in matters relating to the College**

- (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) Any position or office held by a governor within, or connected with, the Trustees or the diocese under whose jurisdiction the College falls cannot be an interest within the meaning of this clause and therefore may not be specified by the Governing Body under paragraph (3) above.
- (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.

## **15. Delegation of functions**

- (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 a senior Catholic 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 the Instrument or of these Articles.
- (2) 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 holder of a senior post, other than to a committee of the members of the Governing Body.

- (3) The Governing Body shall make rules specifying the way in which a committee having functions under paragraph (2) shall be established and conducted.
- (4) 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.

#### **16. Committees of the Governing Body**

- (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) Subject to the consent of the Trustees and the Bishop, the Governing Body may also establish joint committees or other collaboration arrangements with other further or higher education institutions, maintained or independent schools (including academies) (or any combination thereof), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.
- (4) Any committee established by the Governing Body, other than the Special Committee referred to in article 15(2), may include persons who are not governors.

#### **17. Access to committees and publication of minutes**

The Governing Body shall ensure that 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 them, during normal office hours.

## **18. Payment of allowances to governors**

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.

## **19. Appointment and promotion of staff**

- (1) Where there is a vacancy or expected vacancy in a senior Catholic 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 Catholic 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 the person appointed shall be a practising 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, provided that the person appointed shall be a practising member of the Catholic Church, 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 Catholic post or where the holder of a senior Catholic post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff who is a practising member of the Catholic Church-

- (a) may be required to act as Principal or in the place of any other senior Catholic post holder; and
  - (b) if so required shall have all the duties and responsibilities of the Principal or such other senior Catholic post holder during the period of the vacancy or temporary absence.
- (6) The Bishop may, on the application of the Governing Body in a particular case and in his absolute discretion, dispense in writing with any of the requirements set out in paragraphs 19(1)(a), and the requirement to be a practising Catholic set out in paragraphs (3), (4) and (5). If such a dispensation is granted, the Governing Body shall follow any additional stipulations and conditions set out in that dispensation.

## **20. Academic freedom**

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.

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

- (1) The Governing Body shall make rules setting out the College's employment procedures, including grievance and disciplinary procedures, and such procedures shall, in accordance with article 2, incorporate provisions which take account of the Catholic character of the College and ensure its protection.
- (2) 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 paragraph (1)
- (3) Where the Clerk is suspended or dismissed under paragraph (1), that suspension or dismissal does not affect the position of the Clerk in the separate role of Clerk to the Governing Body.

## **22. Financial matters**

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 to it.

### **23. Voluntary Funds**

- (1) As a Voluntary College with a voluntary and charitable origin the College is entitled to acquire, hold and use voluntary charitable funds for the furtherance of its objects (“voluntary funds”) in addition to any statutory or non-statutory funds it holds.
- (2) The Governing Body is solely responsible for management of the voluntary funds and for putting in place the necessary audit arrangements in accordance with the Charities Acts.

### **24. Accounts and audit of accounts**

- (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 Department for Education 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.

### **25. Rules and bye-laws**

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 and these Articles.

### **26. Copies of Articles of Government and rules and bye-laws**

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.

### **27. Amendment of Articles of Government**

- (1) Subject to paragraphs (3) and (4), the Trustees may modify or replace these Articles with the consent of the Governing Body and the Bishop;

- (2) Subject to paragraph (3) and (4), the Governing Body may modify or replace these Articles with the consent of the Trustees and the Bishop;
- (3) Any consent to be given under this clause must be given in writing by the person or persons entitled to give such consent or an authorised officer thereof;
- (4) The Governing Body shall not make changes to the Articles that would result in the body ceasing to be a charity.