



Instrument and Article

Care International Academy

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INSTRUMENT

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1.0 Interpretation of the terms used

1.1 In this Instrument —

- 1) any reference to “the Director” shall include a director of the CARE Int Limited t/a Care International Academy;
- 2) “the Clerk” means the Clerk to the Academy;
- 3) “CARE International Academy” means private training provider to which this Instrument applies;
- 4) “the institution / academy” means the private limited company which is established to conduct the training and qualification;
- 5) “meeting” includes a meeting at which the members 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;
- 6) “necessary skills” means skills and experience, other than professional qualifications, specified by the Academy as appropriate for members to have;
- 7) “corporate governance member”, “staff member” and “student member” have the meanings given to them in clause 2;
- 8) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- 9) “the students’ union” or ‘student representative’ means any association of students formed to further the educational purposes of the institution and the interests of students, as students;

2.0 Composition of the Academy

2.1 CARE International Academy Corporate Governance board shall consist of—

- 2.11 Minimum of 5 members (not including student members), who appear to the Academy to have the necessary skills to ensure that the Academy carries out its functions;
- 2.12 The Director of the Academy has the ultimate responsibility and is one of the permanent members of the Board;
- 2.13 Two members of the board are internal and 3 members are external to the organisation with expertise in the field of education and business;

2.14 At least two and not more than three members who are students at the academy and have been nominated and elected by their fellow students, or if the Academy so decides, by a recognised association representing such students (“student members”).

2.15 Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.

2.16 Where the Corporation has decided or decides that there are to be two staff members—

2.161 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

2.162 each may be a member of the academic or non-academic staff, nominated and elected by all staff.

2.17 Where the Corporation has decided that there are to be three staff members - all may be members of the academic or non-academic staff, nominated and elected by all staff

3.0 Determination of membership numbers

3.1 The number of members of the Board, shall be that decided by the Academy that currently has 5 members + 2 student members,

4.0 Appointment of the members of the Academy

4.1: The Board is the appointing authority in relation to the appointment of its members.

4.11 If the number of members falls below the number needed for a quorum, the Director of the Academy is the appointing authority in relation to the appointment of those members needed for a quorum.

4.12 The appointing authority may decline to appoint a person as a parent, staff or student member if—

4.13 it is satisfied that the person has been removed from office as a member of a further education corporation or private organisation or HEI in the previous ten years; or

4.14 Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

5.0 Appointment of the Chair and Vice-Chair

5.1 The members of the Board shall appoint a Chair and a Vice-Chair from among themselves.

5.2 Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

5.3 If both the Chair and the Vice-Chair are absent from any meeting of the Board, the members present shall choose someone from among themselves to act as Chair for that meeting.

5.4 The Chair and Vice-Chair shall hold office for such period as the Board decides.

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

5.6 If the Board 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.

5.7 If the Board 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.

5.8 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 members shall appoint a replacement from among themselves.

5.9 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 members shall appoint a replacement from among themselves.

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

6.0 Appointment of the Clerk to the Board

- 6.1 The Board shall appoint a person to serve as its Clerk, but the Director may not be appointed as Clerk.
- 6.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Director may not be appointed as temporary Clerk.
- 6.3 The Clerk shall be entitled to attend all meetings of the Board and any of its committees.
- 6.4 The Clerk may also be a member of staff at the Academy.

7.0 Persons who are ineligible to be members

- 7.1 No one under the age of 18 years may be a member, except as a student member.
- 7.2 The Clerk may not be a member.
- 7.3 A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Director.
- 7.4 a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- 7.5 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— on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- 7.6 if the bankruptcy order is annulled, at the date of that annulment; or
- 7.7 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
- 7.8 if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- 7.9 if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

7.10 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.

7.11 a person shall be disqualified from holding, or from continuing to hold, office as a member if—

7.12 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

7.13 within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

7.14 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.

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

7.16 Upon a member of the Corporation becoming disqualified from continuing to hold office under, the member shall immediately give notice of that fact to the Clerk.

8.0 The term of office of a member

8.1 A member of the Board 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.

8.2 Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.

9.0 Termination of membership

9.1 A member may resign from office at any time by giving notice in writing to the Clerk.

9.2 If at any time the Board is satisfied that any member –

9.3 is unfit or unable to discharge the functions of a member; or

9.4 has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,

9.5 the Academy may by notice in writing to that member remove the member from office and the office shall then be vacant.

9.6 Any person who is a member of the Academy by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

9.7 A student member shall cease to hold office—

9.8 at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or

9.9 if expelled from the institution, and the office shall then be vacant.

10 Members not to hold interests in matters relating to the institution

10.1 Except with the written approval of the Director, no member shall acquire or hold any interest in any property that is held or used for the purposes of the academy.

10.2 A member shall -

10.3 disclose to the Academy the nature and extent of the interest; and

10.4 if present at a meeting of the Board, or of any of its committees, at which such supply, contract or other matter 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 member is not entitled to vote; and

10.5 withdraw, if present at a meeting of the Board, or any of its committees, at which such supply, contract or other matter is to be considered, where required to do so by a majority of the members of the Board or committee present at the meeting.

10.6 This paragraph applies to a member who—

10.61 has any financial interest in—

10.62 the supply of work to the institution, or the supply of goods for the purposes of the institution;

10.63 any contract or proposed contract concerning the institution; or

10.64 any other matter relating to the institution; or

10.65 has any other interest of a type specified by the Board in any matter relating to the institution.

10.7 This clause shall not prevent the members considering and voting upon proposals for the Academy to insure them against liabilities incurred by them arising out of their office or the Academy obtaining such insurance and paying the premium.

10.8 Where the matter under consideration by the Board or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

- need not disclose a financial interest; and

10.9 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 member acts in the best interests of the Academy as a whole and does not seek to represent the interests of any other person or body, but If at any time the Board is satisfied that any member –

10.91 is unfit or unable to discharge the functions of a member; or

10.92 has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

10.10 Any person who is a member of the Board by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

10.11 A student member shall cease to hold office—

10.111 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 Board may decide; or

10.112 if expelled from the institution, and the office shall then be vacant.

10.0 Members not to hold interests in matters relating to the Academy

11.1 Except with the written approval of the Director, no member shall acquire or hold any interest in any property that is held or used for the purposes of the Academy.

11.2 A member to whom paragraph (3) applies shall -

11.21 disclose to the Academy the nature and extent of the interest; and

11.22 if present at a meeting of the Academy, 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 member is not entitled to vote; and

11.23 withdraw, if present at a meeting of the Academy, 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 members of the Academy or committee present at the meeting.

11.3 This paragraph applies to a member who—

11.3.1 has any financial interest in—

11.3.1.1 the supply of work to the academy, or the supply of goods for the purposes of the academy;

11.3.1.2 any contract or proposed contract concerning the academy; or

11.3.1.3 any other matter relating to the academy; or

11.3.2 has any other interest of a type specified by the Academy in any matter relating to the institution.

11.4 Where the matter under consideration by the Board or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

11.4.1 need not disclose a financial interest; and

11.4.2 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 member acts in the best interests of the Academy as a whole and does not seek to represent the interests of any other person or body, but

11.4.3 shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

11.5 The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the academy to any person wishing to inspect it.

11.0 Meetings

12.1 The Academy shall meet at least once in every term, and shall hold such other meetings as may be necessary.

12.2 all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board written notice of the meeting and a copy of the proposed agenda.

12.3 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 members a copy of the agenda item concerned, together with any relevant papers.

12.4 A meeting of the Academy, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any three members.

12.5 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.

12.6 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

13.0 Quorum

13.1 Meetings of the Board shall be quorate if the number of members present is at least 40% of the total number of members.

13.2 If the number of members present for a meeting of the Board does not constitute a quorum, the meeting shall not be held.

13.3 If during a meeting of the Board there ceases to be a quorum, the meeting shall be terminated at once.

13.4 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.

14.0 Proceedings of meetings

14.1 Every question to be decided at a meeting of the Board shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

14.2 Where, at a meeting of the Board, 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.

14.3 A member may not vote by proxy or by way of postal vote.

14.4 No resolution of the members 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.

14.5 A Principal who has chosen not to be a member of the Board shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Board and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw.

14.6 A student member who is under the age of 18 shall not vote at a meeting of the Board, or any of its committees, on any question concerning any proposal—

14.6.1 for the expenditure of money by the Academy; or

14.6.2 under which the Corporation, or any members of the Board, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

14.7 a student member shall withdraw from that part of any meeting of the Board or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

14.8 In any case where the Board, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall—

14.8.1 take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and

14.8.2 where required to do so by a majority of the members, other than student members, of the Board or committee present at the meeting, withdraw from the meeting.

14.9 The Clerk—

14.9.1 shall withdraw from that part of any meeting of the Board, 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

14.9.2 where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Board is required to withdraw

14.10 If the Clerk withdraws from a meeting, or part of a meeting, , the Board shall appoint a person from among themselves to act as Clerk during this absence.

14.11 If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Board, the Board shall appoint a person from among themselves to act as Clerk to the committee during this absence.

15.0 Minutes

Written minutes of every meeting of the Board shall be prepared, and, at every meeting of the Board the minutes of the last meeting shall be taken as an agenda item.

15.1 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.

15.2 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.

15.3 Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

16.0 Public access to meetings

16.1 The Board shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Director.

17.0 Publication of minutes and papers

17.1 the Board shall ensure that a copy of—

17.11 the agenda for every meeting of the Board;

17.12 the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;

17.13 the signed minutes of every such meeting; and

17.14 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 academy to any person wishing to inspect them.

17.15 There shall be excluded from any item made available for inspection any material relating to—

17.15.1 a named person employed at or proposed to be employed at the institution;

17.15.2 a named student at, or candidate for admission to, the institution;

17.15.3 the Clerk; or

17.15.4 any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis.

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

17.17 The Board 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.

18 Payment of allowances to members

18.1 The Board may pay to its members such travelling, subsistence or other allowances as it decides, but shall not without the written approval of the Director, pay allowances which remunerate the members for their services as members.

19.0 Change of name of the Academy

The Academy may change its name with the approval of the Director.

20.0 Application of the seal

20.1 The application of the seal of the Academy shall be authenticated by—

20.11 the signature of either the Chair or of some other member authorised either generally or specially by the Academy to act for that purpose; and

20.12 the signature of any other member.

SCHEDULE 1

ARTICLES

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1.0 Conduct of the Academy

The Academy shall be conducted in accordance with the provisions of the Instrument and Articles

2.0 Responsibilities of the Board, the Principal and the Clerk

2.1 The Board shall be responsible for the following functions—

- 2.1.1 the determination and periodic review of the educational character and mission of the academy and the oversight of its activities;
- 2.1.2 approving the quality strategy of the academy;
- 2.1.3 the effective and efficient use of resources, the solvency of the academy and the their assets;
- 2.1.4 approving annual estimates of income and expenditure;
- 2.1.5 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- 2.1.6 setting a framework for the pay and conditions of service of all other staff.

2.2 Subject to the responsibilities of the Board, the Director shall be the Chief Executive of the institution, and shall be responsible for the following functions-

- 2.2.2 making proposals to the Board about the educational character and mission of the institution and implementing the decisions of the Board;
- 2.2.3 the determination of the institution's academic and other activities;
- 2.2.4 preparing annual estimates of income and expenditure for consideration and approval by the Board, and the management of budget and resources within the estimates approved by the Board;
- 2.2.5 the organisation, direction and management of the institution and leadership of the staff;
- 2.2.6 the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and

conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and

2.2.7 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.

2.3 The Clerk shall be responsible for the following functions: -

2.3.2 advising the Board with regard to the operation of its powers;

2.3.3 advising the Board with regard to procedural matters;

2.3.4 advising the Board with regard to the conduct of its business; and

2.3.5 advising the Board with regard to matters of governance practice.

3.0 The establishment of committees and delegation of functions generally

3.1 The Board may establish committees for any purpose or function, other than those assigned in these Articles to the Director or Clerk and may delegate powers to-

3.1.1 such committees;

3.1.2 the Chair, or in the Chair's absence, the Vice-Chair; or

3.1.3 the Principal.

3.2 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 Board.

4.0 . Curriculum and Quality Committee

4.1 The Board shall establish a committee, to be known as the "Curriculum and Quality Committee", to

4.11 To put in place procedures for continuous review of the Curriculum offered by the academy, and for adjusting that Curriculum and its modes of delivery to match and anticipate the future needs and diversity of students.

4.12 To keep under review, the organisation's overall quality assurance policies, procedures and systems, ensuring that they meet the services requirements and reflect best practice.

4.13 To put in place a policy for Quality Assurance and for monitoring that this policy is understood and supported by staff.

4.14 To monitor targets set by The Board, each year, for overall college retention and achievement and monitor achievement of those targets and trends in recruitment and progression.

4.15 To ensure appropriate arrangements are in place to produce an annual Self - Assessment Report (SAR) at programme level for each awarding organisation.

4.16 To ensure that the College maintains Awarding Organisation accreditations by delivering the programme as per the academic standards of the awarding organisation.

4.17 To consider the training needs of its employees and develop annual training plan for which the training budget need to be prepared and approved.

4.18 To monitoring the performance of the College in respect of the following matters at appropriate points in the academic year;

4.181 Student recruitment, retention & progression.

4.182 2) Student attendance and punctuality

4.183 3) Student achievement

4.184 4) Student Feedback / Surveys

4.19 To put systems in place for student complaints and monitor the number and type of complaint received and their resolution. e.g. Class teaching/learning assessment grades

4.20 To keep a record of meetings of the Committee and to circulate the action points as soon as practicable after the meeting to all members of the Committee.

5.0 The Resource committee

5.1 This committee shall plan organizational needs and approve the acquisition of assets o be used for the purposes of the college

5.2 Make sure the College operates financially viable and sustainable with a low risk of failure on any financial grounds in long term

5.3 Committee shall approve the decisions to upgrade the existing resources and either deal with the expansion to meet the future challenges in academic area.

5.4 To consider and advise The Board on all matters connected with the staffing of the College including current and projected staffing needs and recruitment policy.

5.5 Committee shall have regular discussion on the application of manageable student number controls for each cohort as per to the student admissions & quality assurance policy and regulatory bodies requirements.

5.6 To consider and make representations to The Board on the annual estimates of income and expenditure and other budgets

5.7 To advise The Board generally on sources of finance and investments options available to the college.

6.0 Audit and Finance Committee

6.1 To ensure financial risk management, committee will plan, manage and monitor audit function. This involves appointment, re-appointment, dismissal and remuneration of both internal auditors and external auditors.

6.2 To review the internal audit needs assessment and internal audit annual plan and make recommendations to The Board.

6.3 To receive, review and make recommendations on internal audit reports

6.4 To monitor the implementation of approved recommendations relating both to internal and external audit reports and management letters

6.5 To advise The Board on the adequacy of the College's whole system of internal control and its arrangements for risk management, control and governance processes and for securing economy, efficiency and effectiveness.

6.6 Ensure co-ordination between the internal auditors and the external auditors so that their work complements each other's and provides maximum effectiveness of audit services to the College.

6.7 Monitor the effectiveness of both the internal and the external audit service

6.8 To investigate or commission investigations into any complaints relating to alleged fraud or other financial irregularity or malpractice at the College in accordance at all times with any relevant guidelines and policies.

6.9 To consider and advise The Board on all aspects of the College's finances, financial policies and controls.

6.10 To develop and present College annual estimates of income and expenditure and other budgets to The Board

6.11 To consider, review and report on the periodic management accounts of the College to The Board. This may involve Income and Expenditure; debtors analysis, cash flow, balance sheet, income and expenditure.

6.12 To consider any capital projects and to advise The Board on the solvency of the College and the safeguarding of its assets.

7.0 Composition of committees

Any committee established by the Board, will have number of members that are nominated and elected by the board.

8.0 Access to committees and publication of minutes

8.1 The Corporation shall ensure that:—

8.11 a written statement of its policy regarding attendance at committee meetings by persons; and

8.12 the minutes of committee meetings, if they have been approved by the Chair of the meeting,

8.13 are published on the academy's website and made available for inspection at the institution by any person, during normal office hours.

9.0 Delegable and non-delegable functions

9.1 The Board shall not delegate the following functions-

9.1.1 the determination of the educational character and mission of the academy;

9.1.2 the approval of the annual estimates of income and expenditure;

9.1.3 the responsibility for ensuring the solvency of the academy and for safeguarding their assets;

9.1.4 the appointment of the Principal or holder of a senior post;

9.1.5 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

9.1.6 the modification or revocation of these Articles.

9.2 The Board may not delegate -

9.21 the consideration of the case for dismissal, and

9.22 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 members of the Corporation.

9.23 The Corporation shall make rules specifying the way in which a committee having functions established and conducted.

9.3 The Principal may delegate functions to the holder of any other senior post other than-

9.3.1 the management of budget and resources; and

9.3.2 any functions that have been delegated to the Principal by the Board.

10.0 Appointment and promotion of staff

10.1 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—

10.11 advertise the vacancy nationally; and

10.12 appoint a selection panel consisting of—

10.121 members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal ; or

10.122 the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

10.2 The members of the selection panel shall—

10.2.1 decide on the arrangements for selecting the applicants for interview;

10.2.2 interview the applicants; and

10.2.3 where they consider it appropriate to do so, recommend to the Board for appointment one of the applicants they have interviewed.

10.3 If the Board approves the recommendation of the selection panel, that person shall be appointed.

10.4 If the members of the selection panel are unable to agree on a person to recommend to the Board, or if the Board does not approve their recommendation, the Board may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps, with or without first re-advertising the vacancy.

10.5 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-

10.5.1 may be required to act as Principal or in the place of any other senior post holder; and

10.5.2 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.

10.6 The Director shall have responsibility for selecting for appointment all members of staff other than -

10.6.1 senior post holders; and

10.6.2 where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

11.0 Rules relating to the conduct of staff

After consultation with the staff, the Board shall make rules relating to their conduct.

12.0 Academic freedom

13.1 Board shall have regard to the need to ensure that academic staff at the institution has 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 academy.

13.0 Grievance, suspension and disciplinary procedures

13.1 After consultation with staff, the Corporation shall make rules setting out grievance procedures for all staff; procedures for the suspension of all staff; and disciplinary and dismissal procedures for senior post-holders, and staff other than senior post-holders

13.2 Any rules made 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.

13.3 Any rules made shall include provision that where the Board considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

14.0 Suspension and dismissal of the Clerk

14.1 Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder.

14.2 Where the Clerk is suspended or dismissed, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Academy.

15.0 Students

15.1 Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Academy and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Board.

15.2 The students' union shall present audited accounts annually to the Corporation.

15.3 After consultation with representatives of the students, the Corporation 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).

16 Financial matters

16.1 The Board shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions.

17 Internal audit

17.1 The Board 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 Academy's resources.

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

17.3 The Board 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 22.

18 Accounts and audit of accounts

18.1 The Board shall

18.1.1 keep proper accounts and proper records in relation to the accounts; and

18.1.2 prepare a statement of accounts for each financial year of the Corporation.

18.2 The statement shall—

18.2.1 give a true and fair account of the state of the Academy's affairs at the end of the financial year and of its income and expenditure in the financial year; and

18.2.2 comply with any company house and Company' Act 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.

18.3 The accounts and the statement of accounts may be audited by external auditors appointed by the Director in respect of each financial year.

18.4 The "financial year" means the first financial year and each successive period of twelve months.