STATUTORY INSTRUMENTS

2003 No. 514

EDUCATION, ENGLAND

The Oxford and Cherwell College (Government) Regulations 2003

Made - - - -	*3rd March 2003*
Laid before Parliament	*10th March 2003*
Coming into force - -	*1st April 2003*

In exercise of the powers conferred on the Secretary of State by sections 20(2), 21(1) and (2) and 89(4) of, and Schedule 4 to, the Further and Higher Education Act 1992(**a**), the Secretary of State for Education and Skills hereby makes the following Regulations:

Citation and Commencement

1. These Regulations may be cited as the Oxford and Cherwell College (Government) Regulations 2003, and shall come into force on 1st April 2003.

Instrument and Articles of Government

2. It is hereby prescribed that the instrument of government and articles of government of the further education corporation to be established under the name of "Oxford and Cherwell College" shall be as set out in Schedules 1 and 2 to these Regulations respectively.

Margaret Hodge
Minister of State
3rd March 2003 Department for Education and Skills

SCHEDULE 1 Regulation 2

Instrument of Government

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(**a**) 1992 c.13; Schedule 4 was amended by paragraph 44 of Schedule 9 to the Learning and Skills Act 2000 (c.21); *see* section 61(1) for the meaning of "regulations".

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Interpretation

1. In this Instrument of Government—

"The Council" means the Learning and Skills Council for England,

"the Corporation" means the further education corporation known as Oxford and Cherwell College,

"this Instrument" means this Instrument of Government,

"LSC member" means a member of the Corporation appointed by the Council under section 11 of the Learning and Skills Act 2000(**a**),

"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,

"the Secretary of State" means the Secretary of State for Education and Skills,

"business member", "community member", "co-opted member", "local authority member",

"parent member", "staff member" and "student member" have the meanings given to them in clause 2,

references to the institution are references to the institution which the Corporation is established to conduct and to any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992,

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(**a**) 2000 c.21.

references in relation to the Corporation, to a variable category are references to any category of members, the determined number of which is subject to variation in accordance with clauses 2 and 4.

Composition of the Corporation

2.—(1) The Corporation shall consist of—

(a) not more than 7 members who are, or have been, engaged or employed in business, industry or any profession, or in any other field of employment relevant to the activities of the institution (to be known as "business members");

(b) not more than 3 members (to be known as "co-opted members") co-opted by the members of the Corporation;

(c) at least one and not more than 3 members who are members of the staff of the institution elected and nominated as specified in paragraph (4) (to be known as "staff members");

(d) at least one and not more than 3 members who are students at the institution elected and nominated by such students or (as the Corporation may determine) elected and nominated by a recognised association representing such students (to be known as "student members");

(e) not more than 2 members who are parents of students under the age of 19 years attending the institution, elected and nominated by other such parents or (as the Corporation may determine) elected and nominated by a recognised association representing such parents (to be known as "parent members");

(f) at least one and not more than 3 members nominated by such local authorities as the Corporation may nominate (to be known as "local authority members");

(g) at least one and not more than 3 members nominated by a voluntary body or bodies appearing to the other members of the Corporation to represent the interests of a section of the local community nominated by the other members of the Corporation (to be known as "community members");

(h) the Principal of the institution (unless he chooses not to be a member);

(i) LSC members (if any).

(2) It shall be for the appointing authority as specified in clause 3 or, as the case may be, clause 5 to determine any question as to whether any person is qualified in accordance with paragraph (1) for appointment as a member of the Corporation of any description or category.

(3) For the purpose of this Instrument, a person who is not for the time being enrolled as a student at the institution shall be treated as such a student during any period when he has been granted leave of absence from the institution for the purposes of study or travel or for carrying out the duties of any office held by him in any students' union at the institution.

(4) Every staff member shall be elected and nominated by the staff of the institution, save that where paragraph (5) applies—

(a) one may be a member of the academic staff elected and nominated only by the academic staff; and

(b) the other or (as the case may be) one other may be a member of the staff other than the academic staff elected and nominated only by the staff other than the academic staff.

(5) This paragraph applies where the Corporation has determined or determine—

(a) (pursuant to clause 4) that there are to be 2 or 3 staff members; and

(b) that both or (as the case may be) 2 of those members are to be elected and nominated as specified in paragraph (4)(a) and (b).

(6) In paragraph (1)(g) "voluntary body" includes any association not conducted for profit.

Initial Appointments

3.—(1) The Secretary of State is the appointing authority for the purpose of this Instrument in relation to the appointment of the first members of the Corporation.

(2) In determining the number of members to appoint within each variable category he shall secure that the number of business members of the Corporation as first constituted shall be equal to one third of the total number of members other than LSC members rounded up to the nearest whole number.

Determination of Membership Numbers

4.—(1) At its first meeting the Corporation shall make a determination with respect to its membership numbers, which shall be not less than 12 but not more than 20 other than LSC members.

(2) Such a determination shall fix the numbers of members of each variable category of which the Corporation is to consist, subject to the limit which applies to each category set out in clause 2.

(3) In making such a determination, the Corporation shall secure that the number of business members of the Corporation, when constituted in accordance with that determination, shall be equal to one third of the total number of members other than LSC members rounded up to the nearest whole number.

(4) Such a determination shall not have effect so as to terminate the appointment of any person who is already a member of the Corporation at the time when it takes effect.

(5) Such a determination may be varied by a subsequent determination, to which paragraphs (1) to (4) shall apply.

Subsequent Appointments

5.—(1) Subject to paragraph (3) the Corporation is the appointing authority in relation to the appointment of any member of the Corporation other than an LSC member at any time after the appointment by the Secretary of State of the first members.

(2) The Corporation may not make any such appointment before it has made the first determination under clause 4.

(3) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of members as is required for a quorum.

(4) The appointing authority may decline to appoint a person as a local authority or community member if the person does not have the specified skills and experience

(5) The appointing authority may decline to appoint a person as a parent, staff, student, local authority or community member if—

(a) they are satisfied that the person has, within ten years before his appointment would otherwise have taken effect, been removed from office as a member of a further education corporation, or

(b) the appointment of the person would contravene any provision of any rules or bye-laws made under article 21 of the Articles of Government relating to the number of consecutive terms for which a member may hold office, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority.

(6) Except as provided in paragraphs (4) and (5) paragraph (1) shall not entitle the Corporation to decline to appoint any person as a parent, staff, student, local authority or community member unless the person is ineligible to be a member of the Corporation by virtue of clause 8.

(7) Where the office of any appointed member becomes vacant the Corporation (where it is the appointing authority) shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

(8) Nothing in this clause shall entitle the Corporation to request more than one nomination from any of the bodies referred to in clause 2(1)(c) to (g) to fill any particular vacancy.

(9) In this clause "specified skills and experience" means skills and experience (other than professional qualifications) specified by the Corporation as appropriate for members of the Corporation after consultation with the local authorities nominated under clause 2(1)(f) and the voluntary body or bodies nominated under clause 2(1)(g).

Appointment of Chair and Vice-Chair

6.—(1) The members shall appoint a Chair and a Vice-Chair from among their number.

(2) Neither the Principal nor any staff or student member shall be eligible to be appointed Chair or Vice-Chair.

(3) The Chair and Vice-Chair shall hold office for such a period as the Corporation may determine.

(4) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.

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

(6) If at any time the Corporation is satisfied that the Chair or Vice-Chair is unable or unfit to discharge the functions of Chair or Vice-Chair (as the case may be) the Corporation may by notice in writing to the Chair or Vice-Chair remove him from his office and thereupon the office shall be vacant.

(7) At the last meeting before the expiry of the term of office of the Chair or the Vice-Chair, or following the resignation or removal from office of the Chair or the Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number.

(8) At the expiry of their term of office the Chair or Vice-Chair shall be eligible for reappointment.

Appointment of the Clerk to the Corporation

7.—(1) Subject to paragraph (4) the Corporation shall appoint a person to serve as Clerk to the Corporation.

(2) Subject to clause 14 the Clerk to the Corporation shall be entitled to attend all meetings of the Corporation (including all meetings of any committee of the Corporation).

(3) In the event of a temporary absence of the Clerk to the Corporation, the Corporation shall appoint a person to serve as a temporary Clerk to the Corporation; and any reference in this Instrument to the Clerk to the Corporation shall include a temporary Clerk appointed under this paragraph.

(4) The Principal shall be ineligible to be appointed as Clerk to the Corporation or as a temporary Clerk to the Corporation.

Persons Ineligible to be Members

8.—(1) Any person who is under the age of 18 years shall be ineligible for appointment as a member except as a student member.

(2) A person who is a member of staff of the institution shall be ineligible for appointment as a member except as a staff member or in his capacity as Principal.

(3) A student at the institution shall be ineligible to be appointed as a member except as a student member. A person who is already a member other than a student member shall not be required to resign if during his term of office he enrols on a part-time course at the institution, but if he enrols on a full-time course at the institution he shall cease to be a member of the Corporation and thereupon his office shall become vacant.

(4) The Clerk to the Corporation shall be ineligible to be a member.

(5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member if that person has been adjudged bankrupt or has made a composition or arrangement with his creditors.

(6) Where a person is disqualified by reason of his having been adjudged bankrupt, that disqualification shall cease—

(a) unless the bankruptcy order made against that person is previously annulled, on his discharge from bankruptcy; and

(b) if the bankruptcy order is so annulled, on the date of the annulment.

(7) Where a person is disqualified by reason of his having made a composition or arrangement with his creditors and he pays his 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 3 years from the date on which the terms of the deed of composition or arrangement are fulfilled.

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

(i) within 5 years before his appointment would otherwise have taken effect, or since his appointment, he has been convicted whether in the United Kingdom or elsewhere of any offence and has had passed on him a sentence of imprisonment (whether suspended or not) for a period of not less than 3 months without the option of a fine;

(ii) within 20 years before his appointment would otherwise have taken effect he has been convicted as aforesaid and has had passed on him a sentence of imprisonment for a period of more than two and a half years; or

(iii) he has at any time been convicted as aforesaid and has had passed on him a sentence of imprisonment of not less than five years.

(b) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United kingdom of an offence in respect of conduct which, if it 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.

(9) Upon a member of the Corporation becoming disqualified from continuing to hold office by virtue of paragraph (5) or (8), he shall forthwith give notice of the fact to the Clerk to the Corporation.

Term of Office

9.—(1) A member of the Corporation shall hold and vacate office in accordance with the terms of his appointment, but the length of his term of office shall not exceed 4 years.

(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's successor.

Determination of Membership

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

(2) If at any time the Corporation is satisfied that any member—

(a) has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation; or

(b) is unable or unfit to discharge the functions of a member,

the Corporation may by notice in writing to that member remove him from office and thereupon the office shall become vacant.

(3) Any person who is a member of the Corporation by virtue of being a member of the staff (including the Principal) of the institution shall cease to hold office if he ceases to be a member of the staff of the institution; and thereupon the office shall become vacant.

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

(a) at the end of the academic year in which he ceased to be a student or at such other time in the year after he has ceased to be a student as the Corporation may determine; or

(b) if he is expelled from the institution,

and thereupon the office shall become vacant.

Members not to hold interests in matters relating to the Institution

11.—(1) Except with the approval in writing of the Secretary of State no member shall take or hold any interest in any property held or used for the purpose of the institution.

(2) A member who has any financial interest in the supply of work or goods to or for the purposes of the institution, any contract or proposed contract concerning the institution, or any other matter relating to the institution or who has any other interest of a description specified by the Corporation in any matter relating to the Institution shall –

(a) disclose to the Corporation the nature and extent of his interest; and

(b) if he is present at a meeting of the Corporation or of any committee of the Corporation at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

(3) The Clerk to the Corporation shall maintain a register of the interests of the members of the Corporation which are disclosed to the Corporation, and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

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

Meetings

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

(2) Subject to paragraph (3), all meetings shall be summoned by the Clerk to the Corporation, who shall, at least 7 calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.

(3) However, if it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair (and not the Clerk) shall, at least 7 calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.

(4) A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any 5 members. Where the Chair or, in his absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda are given within such period, being less than 7 calendar days, as he specifies.

(5) Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

Quorum

13.—(1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the membership numbers (that is to say the aggregate of the number determined in accordance with clause 4 and the number of any LSC members).

(2) If the number of members assembled for a meeting of the Corporation does not constitute a quorum therefor the meeting shall not be held. If in the course of a meeting of the Corporation the number of members thereof present ceases to constitute a quorum, the meeting shall be terminated forthwith.

(3) If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

Proceedings of Meetings

14.—(1) Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the chair of the meeting shall have a second or casting vote.

(2) A member may not vote by proxy or by way of postal vote.

(3) 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.

(4) Except as provided by Articles 12 and 13 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of staff of the institution (including the Principal) shall withdraw—

(a) from that part of any meeting of the Corporation or any committee of the Corporation 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 Corporation or any committee of the Corporation at which his reappointment or the appointment of his successor is to be considered; and

(c) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or of any committee of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered.

(5) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation and any committee of the Corporation, except that he shall withdraw in any case where he would be required to withdraw under paragraph (4) if he were attending as a member.

(6) A student member who is under the age of 18 shall not vote (whether at a meeting of the Corporation or at a meeting of any committee of the Corporation) on any question concerning any proposal—

(a) for the expenditure of money by the Corporation; or

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

(7) Except as provided by rules made under article 16(2) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any committee of the Corporation at which his conduct, suspension or expulsion is to be considered.

(8) In any case where the Corporation or any committee of the Corporation is to discuss staff matters relating to a member or prospective member of the staff of the institution, a student member shall—

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

(b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

(9) The Clerk to the Corporation—

(a) shall withdraw from that part of any meeting of the Corporation or any committee of the Corporation at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement in his capacity as clerk are to be considered; and

(b) if he is a member of the staff of the institution, shall withdraw in any case where he would be required to withdraw under paragraph (4) if he were attending as a member of the Corporation.

(10) If the Clerk to the Corporation withdraws from a meeting or part of it under paragraph (9)—

(a) the Corporation shall appoint from their number a person to act as Clerk to the Corporation; or (as the case may be)

(b) the committee in question shall appoint from their number a person to act as Clerk to the committee,

for the duration of such a meeting or part of a meeting.

(11) In this clause "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.

Minutes

15.—(1) Subject to paragraph (2) at every meeting of the Corporation 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 of a meeting called under clause 12(4), and where the minutes of the last meeting are, pursuant to this paragraph, not taken as an agenda item of such a meeting they shall be taken as an agenda item at the next meeting which is not called under clause 12(4).

(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 or student members or the Clerk to the Corporation have withdrawn. A member of the Corporation who is a member of staff of the institution, a student member or the Clerk to the Corporation who has withdrawn from a meeting in accordance with clause 14(4), (6), (7) or (9) shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.

Public Access to Meetings

16. Subject to clause 14(5) any question whether any person who is not—

(a) a member of the Corporation; or

(b) the Clerk to the Corporation

should be allowed to attend a meeting of the Corporation, shall be determined by the Corporation.

Publication of Minutes and Papers

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

(a) the agenda for every meeting of the Corporation;

(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, in each case as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them.

(2) There shall be excluded from any item required to be made available in pursuance of paragraph (1), any material relating to—

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

(b) a named student at, or candidate for admission to, the institution;

(c) the Clerk to the Corporation; or

(d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

Allowances to Members

18. The Corporation shall have the power to pay to the members of the Corporation such travelling, subsistence or other allowances as the Corporation may determine, but shall not without the approval in writing of the Secretary of State pay allowances which remunerate the members for their services as members.

Copies of Instrument of Government

19. A copy of this Instrument shall be given to every member, and shall be available for inspection upon request during normal office hours to every member of staff and every student.

Change of Name

20. The Corporation may change its name with the approval of the Secretary of State.

Application of Seal

21. The application of the seal of the Corporation shall be authenticated by—

(a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and

(b) the signature of any other member.

SCHEDULE 2 Regulation 2

Articles of Government

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Interpretation

1.—(1) In these Articles of Government—

"the Academic Board" means the body constituted in accordance with article 4,

"the Articles" means these Articles of Government,

"business member", "community member", "co-opted member", "local authority member", "staff member" and "student member" have the same meanings as in the Instrument of Government,

"Chair" and "Vice Chair" means respectively the Chair and Vice Chair of the Corporation appointed under clause 6 of the Instrument of Government,

"the clerk" means the Clerk to the Corporation,

"the Corporation" and "the Secretary of State" have the same meaning as in the Instrument of Government,

"the Council" means the Learning and Skills Council for England,

"operative date" has the same meaning as in the Oxford and Cherwell College (Incorporation) Order 2003(**a**),

"senior post" means the post of Principal and such other senior posts as the Corporation may determine for the purposes of these Articles,

"the staff" means all the staff of the institution,

"the Students' Union" means any association of the generality of students formed to further the educational purposes of the institution and the interests of students as students.

Conduct of the Institution

2. The institution shall be conducted in accordance with the provisions of the Education Acts (as defined in section 578 of the Education Act 1996(**b**)), any subsequent Education Acts, the Learning and Skills Act 2000(**c**), any relevant regulations, orders or directions made by the Secretary of State and subject thereto, in accordance with the provisions of the Instrument of

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(**a**) S.I. 2003/
(**b**) 1996 c.56
(**c**) 2000 c.21

Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of Corporation, Principal and Academic Board

3.—(1) The Corporation shall be responsible for the following functions—

(a) the determination of the educational character and mission of the institution and for the oversight of its activities;

(b) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;

(c) approving annual estimates of income and expenditure;

(d) 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, his appointment, grading, suspension, dismissal and determination of pay in his capacity as member of staff);

(e) setting a framework for the pay and conditions of service of all other staff.

(2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions—

(a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;

(b) the organisation, direction and management of the institution and leadership of the staff;

(c) 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 he is also a member of the staff;

(d) the determination, after consultation with the Academic Board, of the institution's academic activities, and the determination of its other activities;

(e) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;

(f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds, and implementing decisions to expel students for academic reasons.

(3) Subject to—

(a) the provisions of these Articles;

(b) the overall responsibility of the Corporation; and

(c) the responsibilities of the Principal,

the Academic Board shall be responsible for advising the Principal on the standards, planning, co-ordination, development and oversight of the academic work of the institution, including arrangements for the admission, assessment and examination of students and the procedures for the expulsion of students for academic reasons.

Academic Board

4.—(1) There shall be an Academic Board of no more than 30 members, comprising the Principal (who shall be chair) and such other members of staff and students as may from time to time be approved by the Corporation. The Principal may nominate a deputy chair from among the members of the Academic Board to take the chair in his place. The period of the appointment of members and the selection or election arrangements shall be subject to the approval of the Corporation.

(2) The Academic Board may establish such committees as it considers necessary for the purpose of enabling it to carry out its responsibilities provided that in each case the establishment of a committee is first approved by the Principal. The number of members of any such committee, and the terms on which they are to hold and to vacate office, shall be determined by the Academic Board, and any such committee may include persons who are not members of the Academic Board.

Delegation of Functions and Committees

5.—(1) Subject to the following provisions of this article, the Corporation may establish a committee of the Corporation for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Academic Board, and may delegate powers to—

(a) such a committee;

(b) the Chair or, in his absence, the Vice Chair; or

(c) the Principal.

(2) The number of members of a committee established under this article, and the terms on which they are to hold and to vacate office, shall be determined by the Corporation.

(3) The Corporation shall establish a committee, to be known as the Search Committee, to—

(a) advise on the appointment of the business, community and local authority members,

(b) advise on the co-option of the co-opted members of the Corporation,

(c) advise on such other matters relating to membership and appointments as the Corporation may remit to them.

(4) The Corporation shall not—

(a) appoint any person as a business, community or local authority member, or

(b) co-opt any person as a member of the Corporation

unless it has first considered the advice of the Search Committee in relation thereto. The Corporation may make rules specifying the procedures for the conduct of the Search Committee and a copy of any such rules, together with the remit of the Search Committee and its advice to the Corporation, shall be available for inspection by any member of the public during normal office hours.

(5) The Corporation shall establish a committee, to be known as the Audit Committee, to advise on matters relating to the Corporation's audit arrangement and systems of internal control. The committee shall consist of at least 3 persons and may include employees of the Corporation other than those in senior posts, and shall operate in accordance with any requirements of the Council.

(6) Any committee established by the Corporation (other than the Special Committee referred to in article 12) may include persons who are not members of the Corporation.

(7) The Corporation shall not, however, delegate the following—

(a) the determination of the educational character and mission of the institution;

(b) the approval of the annual estimates of income and expenditure;

(c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

(d) the appointment or (subject to article 12(9)) the dismissal of the Principal or holder of a senior post;

(e) the appointment or dismissal of the clerk (including, where the clerk is, or is to be, appointed as a member of staff his appointment or, subject to article 12(9), dismissal in his capacity as member of staff); and

(f) the modification or revocation of these Articles.

(8) The Corporation may not delegate to the Principal the power to determine an appeal in connection with the dismissal of a member of staff under article 13(3) unless the Principal has

previously delegated his power under article 13(1) to dismiss a member of staff to a holder of a senior post.

(9) The Corporation shall ensure that a written statement of their policy regarding—

(a) attendance at committee meetings by persons who are not committee members; and

(b) the publication of the minutes of committee meetings,

is made available during normal office hours at the institution to any person wishing to inspect it.

(10) The Principal may delegate to the holder of any other senior post any functions that are necessary to enable him properly to discharge his responsibilities other than

(a) the management of budget and resources and

(b) any functions that have been delegated to the Principal by the Corporation.

Appointment and Promotion of Staff

6. Each member of staff shall serve under a contract of employment with the Corporation.

7.—(1) Upon the occurrence of a vacancy or expected vacancy in a senior post the Corporation shall—

(a) advertise the vacancy nationally; and

(b) appoint a selection panel consisting of—

(i) (where a vacancy is for the post of Principal) at least 5 members of the Corporation including the Chair or the Vice-Chair (or both the Chair and the Vice Chair) or

(ii) (where the vacancy is for any other senior post) the Principal, and at least 3 other members of the Corporation.

(2) The members of the selection panel shall—

(a) determine the arrangements for selecting the applicants for interview;

(b) interview those applicants; and

(c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

(3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

(4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may require the panel to repeat the steps specified in paragraph (2)(a) to (c),with or without first re-advertising the vacancy.

(5) Without prejudice to paragraph (1) a member of staff may be required to act as Principal or in any other senior post in the event of a vacancy or the temporary absence of the holder of that post, and shall have all the duties and responsibilities of the Principal or holder of such other senior post (as the case may be) during the period of the vacancy or temporary absence. Accordingly any reference in the Instrument of Government or in these Articles to the Principal shall include a person acting as Principal in accordance with this paragraph.

8. The Principal shall have general responsibility for selecting for appointment all members of staff other than—

(a) appointments to senior posts,

(b) where the clerk is to be appointed as a member of staff, his appointment as a member of staff.

Conduct of Staff

9. After consultation with the staff, the Corporation shall make rules relating to the conduct of the staff.

Academic Freedom

10. In making rules under article 9, the Corporation shall have regard to the need to ensure that academic staff of the institution 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 institution.

Suspension of Staff

11.—(1) The Chair or, in his absence, the Vice-Chair may suspend from duty, with or without pay, the holder of a senior post for misconduct or other good or urgent cause. The Chair or Vice-Chair shall report such suspension in writing to the Corporation and the Council within 2 working days or as soon thereafter as is practicable.

(2) The Principal may suspend from duty, with or without pay, any member of the staff other than the holder of a senior post, for misconduct or other good and urgent cause.

(3) Anyone who is suspended from duty under paragraph (1) or (2) shall be entitled to receive from the Principal or, in the case of a holder of a senior post, from the Chair or the Vice-Chair, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

(4) Nothing in this article authorises the suspension of a person without pay where such suspension is not expressly provided for under his contract of employment.

(5) Procedures for the suspension of staff under paragraph (1) or (2) shall be specified in rules made by the Corporation after consultation with the staff. The rules shall include provision that—

(a) any person who has been under suspension for 3 weeks or more may appeal in writing to the Corporation against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under article 12(1) or has been notified of a proposal to dismiss pursuant to article 13(1) and (2);

(b) any appeal made under sub-paragraph (a) above shall be considered as soon as is practicable;

(c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal of Staff

12.—(1) Subject to paragraphs (9) to (12) if the Chair, or in his absence the Vice-Chair, or a majority of the members of the Corporation, consider that it may be appropriate for the Corporation to dismiss the holder of a senior post from a post on the staff, then the Chair, Vice-Chair or Corporation as appropriate shall refer the matter to a Special Committee of the Corporation, which shall be convened as soon as is practicable to examine the case for dismissal and to make recommendations to the Corporation.

(2) The Special Committee shall hold its first meeting within 7 days of being convened.

(3) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to that Committee, including oral representations, for which purpose he may be accompanied and represented by a friend.

(4) After hearing or reading any such representations, the Special Committee shall prepare a written report for consideration by the Corporation, a copy of which shall be sent to the person to whom it relates.

(5) The written report referred to in paragraph (4) shall be prepared within two months of the date on which the Special Committee was convened; where however it is impracticable for the committee to prepare the report during that period they shall, during that period, prepare an interim report a copy of which shall be sent to the person to whom it relates and any interim report so prepared shall contain a timetable for the preparation of the report referred to in paragraph (4).

(6) The Corporation shall consider the recommendations of the Special Committee and the representations (if any) of the person concerned and take such action as it considers appropriate,

which may include the dismissal of the person concerned; and the first meeting at which the recommendations of the Special Committee and any representations of the person concerned are to be considered shall be no later than 28 days after the date of the receipt of the report under paragraph (4).

(7) The person concerned shall have the right to make representations including oral representations to the Corporation with regard to the recommendations of the Special Committee and—

(a) any written representations must be made within 14 days of the date of the receipt of the report under paragraph (4); and

(b) for the purpose of making oral representations the person may be accompanied and represented by a friend.

(8) The Special Committee shall consist of at least 3 members of the Corporation. However, the Chair of the Corporation, the Vice-Chair, the Principal and the staff and student members shall not be eligible for membership of the Special Committee.

(9) The Chair, or in his absence, the Vice Chair, may dismiss the holder of a senior post with immediate effect without any need for prior notice if the circumstances are such that such dismissal is justified by virtue of the conduct of that holder of a senior post, and in such a case paragraphs (1) to (8) of this article shall not apply.

(10) The holder of a senior post shall have the right to make representations (including oral representations for which purpose he may be accompanied by a friend) to the Chair or Vice Chair or to any other person appointed in accordance with rules made under paragraph (13) to investigate the matter and to make recommendations, before any decision to dismiss him pursuant to paragraph (9) is taken.

(11) Where a holder of a senior post has been dismissed pursuant to paragraph (9) that member of staff may within 14 days of the date of the dismissal appeal to the Corporation against the dismissal.

(12) The Corporation shall meet to consider the appeal within 14 days of the date on which the appeal was made or as soon as reasonably practicable thereafter.

(13) After consultation with holders of senior posts the Corporation shall make rules specifying procedures for the conduct of the Special Committee, for the dismissal of the holders of a senior posts under paragraph (9) and for the consideration of appeals in accordance with paragraph (11) including appropriate time limits (other than those provided for in this article).

(14) A failure by the Corporation or the Special Committee to take any action within a time limit specified in this article shall not relieve the Corporation or Committee of the duty to take such action.

13.—(1) The Principal may dismiss any member of staff of the institution other than the holder of a senior post; and if the circumstances are such that he is entitled to do so by reason of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.

(2) The member of staff shall have the right to make representations (including oral representations, for which purpose he may be accompanied by a friend) to the Principal or to any person appointed in accordance with rules made under paragraph (5) to investigate the matter and to make recommendations before any decision to dismiss him is taken.

(3) Where a member of staff, other than the holder of a senior post, has been dismissed pursuant to paragraph (1) or a notice of dismissal has been issued, that member of staff may within 14 days of the date of dismissal or notice of dismissal as the case may be, appeal to the Corporation against the dismissal or notice of dismissal. In the case of an appeal against a notice of dismissal, the dismissal shall not take effect until the appeal has been determined.

(4) The Corporation shall meet to consider the appeal within 14 days of the date on which the appeal was made or as soon as practicable thereafter.

(5) After consultation with the staff, the Corporation shall make rules specifying procedures for the dismissal of staff by the Principal and for the consideration of appeals in accordance with

paragraph (3), including appropriate time limits in relation thereto (other than those provided for in this article).

Suspension and dismissal of clerk

14.—(1) For the purposes of articles 11 to 13 the clerk, where he is also a member of the staff, shall be treated as the holder of a senior post but references in these articles to the suspension and dismissal of the clerk are references to his suspension and dismissal as a member of the staff.

(2) Paragraph (1) is without prejudice to any action which the Corporation may take in relation to a clerk who is also a member of the staff by way of suspension from or termination of the appointment as clerk under the terms of any separate appointment as clerk.

Grievance Procedures

15. After consultation with the staff the Corporation shall make rules specifying procedures in accordance with which staff may seek redress of any grievances relating to their employment.

Students

16.—(1) Any Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and shall present audited accounts annually to the Corporation. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless approved by the Corporation.

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

Financial Matters

17. The Corporation shall set the policy by which the tuition and other fees payable to the Corporation are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Council).

Co operation with Council Auditor

18. The Corporation shall cooperate with any person authorised by the Council to audit any returns of number of students or claims for financial assistance and shall in particular give any such person access to any documents or records held by the Corporation including records stored on computers.

Internal Audit

19.—(1) The Corporation shall, at such times as it considers appropriate, examine and evaluate (or arrange for the examination and evaluation on its behalf of) its systems of internal financial control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.

(2) The Corporation shall not appoint any persons ("internal auditors") to carry out the activities referred to in paragraph (1) on their behalf if such persons are appointed as external auditors under article 20.

Accounts and Audit of Accounts

20.—(1) The Corporation shall—

(a) keep proper accounts and proper records in relation to the accounts; and

(b) prepare in respect of each financial year of the Corporation a statement of accounts.

(2) The statement shall—

(a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of the Corporation's income and expenditure and inflows and outflows of cash in the financial year; and

(b) comply with any directions given by the Council 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 (including any statement prepared under this clause) shall be audited by persons ("external auditors") appointed by the Corporation (subject to paragraph (5)) in respect of each financial year.

(4) Such auditors shall be appointed and other audit work conducted, in accordance with any requirements of the Council.

(5) The Corporation shall not appoint persons as external auditors under paragraph (3) in respect of any financial year if those persons are also appointed as internal auditors under article 19.

(6) In this article in relation to the Corporation—

(a) "financial year" means the first financial year and (except as provided for in sub-paragraph (c)), each successive period of 12 months;

(b) "the first financial year" means the period commencing with the date on which the Corporation is established and ending either with the second 31st July following that date or ending with some other date determined by the Corporation with the approval of the Council; and

(c) if the Corporation is dissolved—

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

(ii) the Corporation may, with the approval of the Council, determine 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

21. The Corporation shall have the power to make rules and bye-laws concerning such matters with regard to the government and conduct of the institution as they shall think fit. Such rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

Copies of Articles of Government, Rules and Bye-Laws

22. A copy of these Articles, and of any rules and bye-laws, shall be given to every member of the Corporation and shall be available for inspection upon request during normal office hours at the institution to every member of staff and every student.

Date of Articles of Government

23. These Articles shall apply to—

(a) the Corporation, on the date of establishment; and

(b) the institution, on the operative date.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations prescribe the form of the instrument of government and articles of government for Oxford and Cherwell College.

STATUTORY INSTRUMENTS

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