

SCHEDULES

SCHEDULE 2

Regulation 3

ARTICLES OF GOVERNMENT

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Interpretation

1. In these Articles of Government—

“the Academic Board” (“*y Bwrdd Academaidd*”) means a body constituted in accordance with article 4;

“these Articles” (“*yr Erthyglau hyn*”) means these Articles of Government;

“the operative date” (“*y dyddiad gweithredu*”) is 20 August 2010, being the date from which the Corporation is to conduct the institution⁽¹⁾;

(1) Appointed by the Gower College Swansea (Incorporation) Order 2010 (S.I. 2010/1368 (W.118)).

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“senior post” (“*swydd uwch*”) means the posts of Principal and such other posts as the Corporation may decide for the purposes of these Articles;

“the staff” (“*y staff*”) means all staff who have a contract of employment with the institution, including academic staff;

“Students' Union” (“*Undeb y Myfyrwyr*”) means any association of the generality of students formed to further the educational purposes of the institution and the interests of students as students; and

the defined words and expressions in the Instrument of Government have the same meaning.

Conduct of the institution

2. The institution must be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, Principal and the Clerk

3.—(1) The Corporation is responsible for—

- (a) the determination of the educational character and mission of the institution and oversight of its activities;
- (b) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, grading, appraisal, suspension 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 and determination of pay in the capacity as a member of staff);
- (e) the dismissal 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 dismissal in the capacity as a member of staff);
- (f) setting a framework for the pay and conditions of service of all other staff; and
- (g) if there is no Academic Board, ensuring that arrangements are in place for advising the Principal on—
 - (i) the standards, planning, co-ordination, development and oversight of the academic work of the institution;
 - (ii) arrangements for the admission, assessment and examination of students; and
 - (iii) the procedures for the expulsion of students for academic reasons.

(2) The Principal is responsible for—

- (a) making proposals to the Corporation about the educational character and mission of the institution, and 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, 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;
- (d) the dismissal of staff other than the holders of senior posts or the Clerk;

- (e) the determination, after consultation with the Academic Board (if any), or if there is no Academic Board, after consultation with the Corporation, of the institution's academic activities, and the determination of its other activities;
 - (f) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation;
 - (g) the management of budget and resources, within the estimates approved by the Corporation;
 - (h) maintaining student discipline, including suspending or expelling students on disciplinary grounds; and
 - (i) expelling students for academic reasons.
- (3) The Clerk is responsible for advising the Corporation with regard to—
- (a) the operation of its powers;
 - (b) procedural matters;
 - (c) the conduct of its business; and
 - (d) matters of governance practice.

Academic Board

- 4.—(1) The Corporation may establish an Academic Board.
- (2) Paragraphs (3) to (10) apply if the Corporation has established an Academic Board.
- (3) The Academic Board must consist of—
- (a) the Principal, who must be chair of the Academic Board;
 - (b) other members of staff or students, subject to the limits determined by the Corporation under paragraph (4).
- (4) The Corporation must determine the minimum and maximum number of staff and students of which the Academic Board must consist.
- (5) The Principal may nominate one member of the Academic Board to be chair of the Academic Board whenever the Principal is unable to attend an Academic Board meeting.
- (6) The Academic Board is responsible for ensuring that arrangements are in place for advising the Principal on—
- (a) the standards, planning, co-ordination, development and oversight of the academic work of the institution;
 - (b) arrangements for the admission, assessment and examination of students; and
 - (c) procedures for the expulsion of students for an unsatisfactory standard of work or other academic reasons.
- (7) The Academic Board must consult with representatives of the students and with the Corporation, before advising the Principal in accordance with paragraph (6)(c).
- (8) The Academic Board may, with the prior written approval of the Principal, establish such committees as it considers necessary for the purpose of enabling it to carry out its responsibilities, as described in paragraph (6).
- (9) The members of any committee established under paragraph (8) may include persons who are not members of the Academic Board.
- (10) The Academic Board must obtain the prior written approval of the Corporation to—
- (a) the period of appointment of members of the Academic Board;
 - (b) the arrangements for the selection or election of members of the Academic Board; and

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- (c) the number of members of any committee established under paragraph (8) and the terms on which they hold and vacate office.

Committees

5.—(1) The Corporation may establish a committee of the Corporation for any purpose, other than to carry out functions assigned in these Articles to the Principal or (if the Corporation has established an Academic Board) to the Academic Board.

(2) The Corporation must decide the number of members of any committee established under this article, and the terms on which they hold and vacate office.

(3) Any committee established by the Corporation under this article may include persons who are not members of the Corporation.

(4) The Corporation must make available for inspection by any person during normal office hours at the institution a written statement of its policy regarding attendance at committee meetings by persons who are not committee members.

Delegations

6.—(1) Subject to paragraph (2), the Corporation may delegate powers to—

- (a) any committee established under article 5;
- (b) the Chair or, in the Chair's absence, the Vice-Chair; or
- (c) the Principal.

(2) The Corporation must not 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 the safeguarding of their assets;
- (d) the appointment of a person to a senior post;
- (e) the appointment of the Clerk, including where the Clerk is, or is to be appointed as a member of staff the Clerk's appointment in the capacity of a member of staff; or
- (f) the making of new articles of government in place of these Articles or the modification of these Articles under section 22(4) of the Further and Higher Education Act 1992(2).

(3) The Principal may, with the prior written approval of the Corporation, delegate to other members of staff any of the Principal's functions, other than the management of budget.

(4) The Academic Board may delegate powers to any committee established under article 4(8).

Committee to determine the dismissal of senior post holders

7.—(1) The Corporation may establish a committee to determine—

- (a) the case for dismissal of the Clerk or the holder of a senior post;
- (b) an appeal in connection with the dismissal of Clerk or the holder of a senior post.

(2) The Corporation must make rules specifying the way in which a committee having functions under paragraph (1) must be established and conducted.

(3) The rules made under paragraph (2) must include the requirement that any committee established under this article must consist solely of members of the Corporation.

(2) 1992 c. 13.

The Search Committee

8.—(1) The Corporation must establish a committee, to be known as the Search Committee, to advise on—

- (a) the appointment of the business, community and local authority members;
 - (b) the co-option of the co-opted members of the Corporation; and
 - (c) other matters relating to membership and appointments that the Corporation asks the Search Committee to consider.
- (2) The Search Committee may include people who are not members of the Corporation.
- (3) The Corporation must consider the advice of the Search Committee before—
- (a) appointing any person as a business, community or local authority member; or
 - (b) co-opting any person as a member.
- (4) The Corporation may—
- (a) determine the Search Committee's remit; and
 - (b) make rules specifying the procedures for the conduct of the Search Committee.
- (5) The Corporation must make available a copy of any such remit and rules, for inspection by any person during normal office hours at the institution.

The Audit Committee

9.—(1) The Corporation must establish a committee, to be known as the Audit Committee, to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

- (2) The Audit Committee must consist of at least three persons.
- (3) The Audit Committee may include people who are not members.
- (4) Senior post holders may not be members of the Audit Committee.
- (5) The Audit Committee may include members of the staff of the Corporation other than those in senior posts.
- (6) The Audit Committee must operate in accordance with any requirements of the Welsh Ministers.

Appointment and promotion of staff

10.—(1) Where there is a vacancy or expected vacancy in a senior post, the Corporation must—

- (a) advertise the vacancy in such publications circulating throughout the United Kingdom as it considers appropriate; and
 - (b) appoint a selection panel consisting of—
 - (i) where the vacancy is for the post of Principal, at least five members of the Corporation including the Chair and/or the Vice-Chair; or
 - (ii) where the vacancy is for any other senior post, the Principal, and at least three other members of the Corporation.
- (2) The members of the selection panel must—
- (a) decide the arrangements for selecting 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.

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(3) If the Corporation approves the recommended applicant, it must appoint that person.

(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), with or without first re advertising the vacancy.

(5) Where the steps set out in paragraphs (1) to (4) have been followed by any person or body prior to the date on which the Corporation is established⁽³⁾, they are deemed to have been followed by the Corporation.

(6) Where, after the operative date, there is a vacancy in a senior post or where a senior post holder is temporarily absent, until that post is filled or the absent senior post holder returns, a member of staff—

- (a) may be required to act as Principal or in the place of any other senior post holder; and
- (b) has all the duties and responsibilities of the Principal or such other senior post holder, during the period of the vacancy or temporary absence.

Conduct of staff

11. After consultation with the staff, the Corporation must make rules relating to the conduct of the staff.

Academic freedom

12. In making rules under article 11, the Corporation must 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 placing themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures

13.—(1) After consultation with staff, the Corporation must make rules setting out—

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

(2) The rules made by the Corporation under paragraph (1) must comply with the provisions of article 7.

Suspension and dismissal of the Clerk

14.—(1) Where the Clerk is also a member of staff of the institution, the Clerk is treated as a senior post holder for the purposes of article 13.

(2) Where the Clerk is suspended or dismissed as a member of staff in accordance with rules made under article 13, that suspension or dismissal does not affect the position of the Clerk in the separate role of Clerk to the Corporation.

(3) The date of establishment is 20 May 2010. See article 2 of the Gower College Swansea (Incorporation) Order 2010 (S.I. 2010/1368 (W.118)).

Students

15.—(1) Any Students' Union must—

- (a) conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation;
- (b) secure the Corporation's prior written approval to any amendment to or rescission of that constitution; and
- (c) present audited accounts annually to the Corporation.

(2) The Corporation must, after consultation with the Academic Board (if any) and representatives of the students, make rules concerning the conduct of students, including procedures for suspension and expulsion on disciplinary grounds.

(3) If there is no Academic Board, the Corporation must, after consultation with representatives of the students, advise the Principal on procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

Financial matters

16. The Corporation must 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 made by the Welsh Ministers).

Co-operation with the Welsh Ministers' auditor

17. The Corporation must co-operate with any person authorised by the Welsh Ministers to audit any returns of numbers of students or claims for financial assistance, including giving any such person access to any documents or records held by the Corporation, including records stored on computers.

Internal audit

18.—(1) The Corporation must, whenever it considers appropriate, examine and evaluate (or, subject to paragraph (2), 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 must not appoint any persons ("internal auditors") to carry out the activities referred to in paragraph (1) on its behalf if such persons are appointed as external auditors under article 19(3).

Accounts and audit of accounts

19.—(1) The Corporation must—

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

(2) The statement must—

- (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 Welsh Ministers as to the information which must be contained in it, the manner in which the information must be presented, the methods and principles according to which it must be prepared and the time and manner of publication.

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(3) The accounts (including any statement prepared under this article) must be audited by persons (“external auditors”) appointed by the Corporation in respect of each financial year.

(4) Such external auditors must be appointed and other audit work conducted, in accordance with any requirements of the Welsh Ministers.

(5) The Corporation must 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 18.

(6) “Financial year” (“*blwyddyn ariannol*”) means the first financial year and (except as provided for in paragraph (8)), each successive period of 12 months.

(7) “The first financial year” (“*y flwyddyn ariannol gyntaf*”) means the period commencing with the date on which the Corporation is established and ending either on the second 31 July following that date or ending with some other date determined by the Corporation with the approval of the Welsh Ministers.

(8) If the Corporation is dissolved—

(a) the last financial year ends on the date of dissolution of the Corporation; and

(b) the Corporation may decide, with the approval of the Welsh Ministers, that what would otherwise have been the last two financial years are treated as a single financial year for the purpose of this article.

Rules and bye laws

20. The Corporation may make rules and bye laws concerning any matters with regard to the government and conduct of the institution. Such rules and bye laws are subject to the provisions of the Instrument of Government and these Articles.

Copies of Articles of Government, rules and bye laws

21. The Corporation must give a copy of these Articles, and of any rules and bye laws, to every member and must make them available for inspection by any person upon request during normal office hours at the institution.