

# SWC

**SOUTH WEST COLLEGE**

## **ARTICLES OF GOVERNMENT**

**Revised March 2024**

## **ARTICLES OF GOVERNMENT FOR SOUTH WEST COLLEGE**

In accordance with the requirements of Article 11 of The Further Education (Northern Ireland) Order 1997, this document provides for the functions and responsibilities of the Governing Body of South West College and shall be known as the Articles of Government for South West College.

### **PART I - INTERPRETATION**

1. In these Articles of Government the following expressions shall have the meanings indicated in this paragraph:-

"these Articles" means these Articles of Government;

"the College" means South West College and includes any organisation or company established by the College unless otherwise stated;

"the Order" means The Further Education (Northern Ireland) Order 1997;

"the Department" means the Department for the Economy;

"the Instrument of Government" means the Instrument of Government for South West College in accordance with the requirements of the Order;

"the Governing Body" means the Governing Body of South West College as constituted under the requirements of the Order and the Instrument of Government;

"the Chairperson" means the Chairperson of a Governing Body as provided for under Article 3 of Schedule 3 to the Order and as appointed in accordance with Part VI of the Instrument of Government;

"the Principal and Chief Executive" means the person who has been appointed by the Governing Body to be responsible for the day to day management of the College;

"the Vice-Principal" means the person who is remunerated for such a post in accordance with a determination of the Governing Body under the Order;

"the staff" means all staff of the College;

"the secretary" means the person appointed by the Governing Body under the Instrument of Government to perform the duties of secretary for that body;

"the students' union" means any association of the generality of students formed to further the educational purposes of the College and the interests of students as students;

"the staff members" means the members elected by the staff of the College to the Governing Body in accordance with the Instrument of Government;

"the student member" means the member elected by the student body to the Governing Body in accordance with the Instrument of Government;

"a companion" means:

- a trade union official who is employed by a trade union; or
- a lay trade union official, as long as he/she has been certified in writing by his/her union as having experience of, or having received training in, acting as a worker's companion at disciplinary or grievance hearings. (Certification may take the form of a card or letter); or
- a fellow worker (i.e. another of the employer's workers); and

"the Partnership Agreement" sets out partnership arrangements between the Department and the College, in particular explaining the overall governance framework within which the College operates.

2. The Interpretation Act (NI) 1954 shall be deemed to apply to these Articles.

## **PART II - CONDUCT OF THE COLLEGE**

3. The charitable purpose of the College is the advancement of education for the benefit of the public by the provision and conduct of an institution of further education in

accordance with the Order. The Governing Body, in exercising any of its powers pursuant to the Order, the Instrument of Government or to these Articles, shall do so to further the charitable purpose of the College.

4. Subject to the provisions of the Order, any relevant regulations, orders or directions made by the Department under the Order, the College shall be conducted in accordance with the Instrument of Government, these Articles, any rules or standing orders made under these Articles and any trust deed regulating the College.

#### **Responsibilities of Governing Body**

5. Subject to the requirements of the Order, the Governing Body shall be responsible for securing the efficient and effective management of college activities and property in accordance with the charitable purpose of the College as set in paragraph 3. It may, however, subject to paragraph 7, delegate to an appropriate committee of the Governing Body or the Principal and Chief Executive such responsibilities as it considers would be expedient for the efficient organisation of the work and functions of the College.
6. The Governing Body shall ensure that individual members are given the required information and adequate opportunities to acquire and update the necessary knowledge and skills required to enable them to perform effectively as members of the Governing Body.
7. Notwithstanding paragraph 5, the Governing Body shall not delegate responsibility for the following:-
  - a. determining the mission of the College and the strategic oversight of its activities and for maintaining its general character;
  - b. the effective use of resources, the solvency of the College and any steps required for the purposes of safeguarding assets;
  - c. approving annual estimates of income and expenditure;
  - d. approving a framework for the pay and conditions of service of staff and arranging for the negotiation of such terms with the recognised representatives of such staff;

- e. approving a framework for managing the appointment, promotion, appraisal, discipline, conduct and grievances of staff; and
- f. the appointment, appraisal, discipline, conduct and grievance of the Principal and Chief Executive.

### **Responsibilities of the Principal and Chief Executive**

8. Subject to the Governing Body having overall responsibility, the Principal and Chief Executive shall be primarily responsible for:-
- a. making proposals to the Governing Body about the educational nature and mission of the College and for ensuring that the decisions of the Governing Body in this and all other regards are implemented;
  - b. providing the Governing Body with adequate information on all of the College's affairs to enable it to comply fully and effectively with the requirements of its role;
  - c. the day-to-day organisation, direction and management of the College and leadership of the staff;
  - d. as accounting officer, the preparation of proposed annual estimates of income and expenditure, for consideration and approval by the Governing Body, and for the overall management of the budget and other resources within the estimates approved by the Governing Body;
  - e. the maintenance of proper accounts and records in line with the requirements of statutory authorities and the Order, and the provision of such data as may be required to the Governing Body, the Department or other appropriate statutory body;
  - f. the quality of teaching and performance of the functions of the College especially with regard to academic provision;
  - g. the arrangements for the admission, assessment and examination of students;
  - h. the development of the curriculum and programmes of staff development;

- i. the implementation of the policies for the appointment, development, promotion, appraisal, discipline, conduct and grievances of staff;
- j. the maintenance of student discipline and the suspension and/or expulsion of students within the framework set by the Governing Body; and
- k. such other duties as may be delegated by the Governing Body, subject to the exclusions listed in paragraph 7.

### **PART III - PROCEEDINGS OF THE GOVERNING BODY**

9. The Governing Body shall meet not less than six times a year and shall hold such other meetings as may be necessary. Meetings of committees of the Governing Body shall be conducted in accordance with the provisions set out in Part IV of these Articles.
10. The validity of any proceedings of the Governing Body, or of any committee of the Governing Body, shall not be affected by a vacancy amongst the members or any defect in the appointment of any member.
11. All meetings of the Governing Body shall be summoned by the secretary who shall send to the members written notice of the meeting, including an agenda, at least seven calendar days in advance of the meeting.
12. A special meeting of the Governing Body may be called at any time by the Chairperson, or at the request in writing of any five members. In addition, a special meeting may be called by the internal or external auditors where they wish to discuss the circumstances related to their removal or resignation. Where the Chairperson, or, in the Chairperson's absence, the vice-chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines.
13. Decisions of the Governing Body must be made in the best interests of the College and with a view to furthering its charitable purpose. Governing Body members cannot be bound in their speaking or voting by mandates given to them by other bodies or persons.

## **Quorum**

14. The quorum for a meeting of the Governing Body shall be six persons of whom at least three should be those persons appointed under the provisions of sub-paragraph 5a of the Instrument of Government.
15. If the number and/or the composition of members assembled for a meeting does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting, the number or composition of members ceases to represent a quorum, then the meeting shall be terminated.
16. If for lack of a quorum a meeting cannot be held, or is terminated prematurely, the Chairperson may cause a special meeting to be convened as soon as is convenient.

## **Minutes**

17. Minutes shall be kept of meetings of the Governing Body and of its committees. Minutes and any papers tabled at meetings of the Governing Body shall be made available to all members of the Governing Body subject to confidentiality restrictions as set out in Part V of and Schedule 4 to the Instrument of Government and paragraph 19 below.
18. At every such meeting, the minutes of the previous meeting shall be taken as an agenda item, unless the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record by the Chairperson, or, in the Chairperson's absence, the vice-chairperson or other member acting as Chairperson.
19. The minutes shall include a record of all withdrawals and re-entries as required under Part V of and Schedule 4 to the Instrument of Government. For those parts of meetings from which any person has withdrawn, minutes will be "reserved" into a separate section for the purposes of confidentiality. Such persons shall only be entitled to see the minutes of that part of the meeting if the other members of the Governing Body present agree.

## **Voting**

20. In the absence of unanimity on a particular issue under consideration, the issue shall be decided by a majority of the votes of the members present and voting on the question.

Where there is an equal division of votes the Chairperson of the meeting shall have a second or casting vote. The outcome of a vote shall be recorded in the minutes.

21. On the requisition of any member, before a vote is taken, who is supported by at least one other member, the voting on any such question shall be recorded so as to show whether each member present gave his vote for or against that question or abstained from voting.
22. A member may not vote by proxy.
23. No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the proposed rescission or variation is a specific item of business on the agenda for that meeting.

#### **Openness and Access to Information**

24. Any question as to whether a person who is not a member of the Governing Body or the secretary may attend a meeting of the Governing Body shall be dealt with by the Chairperson in the first instance, subject to ratification at the meeting by the Governing Body before such person joins the meeting. In any case, the Finance Officer of the College may normally attend any meeting of the Governing Body at which the finances of the College are to be discussed.
25. Subject to paragraph 26, the Governing Body shall ensure that, following every meeting, a copy of the agenda, the approved minutes and any report, document or other paper considered at the meeting shall, in each case as soon as possible, be made available during normal office hours at the College to any person wishing to inspect them and also published on the College's website.
26. There shall be excluded from any items being made available under the terms of paragraph 25, any material which makes reference to:-
  - a. an employee or former employee of the College or an applicant for employment at the College;
  - b. a named student of the College or candidate for admission to the College;



- c. any information, the disclosure of which is prohibited by these Articles or by any enactment or rule of law; or
- d. any matter which it appears to the Governing Body shall be treated as confidential, either permanently or for a specified period.

#### **Evidence of Documents**

27. As approved in the Order, in any legal proceedings, a document purporting:-

- a. to be a document made or issued by the Governing Body; and
- b. to be duly executed under the seal of the Governing Body or signed by the Chairperson of the Governing Body or the Principal and Chief Executive,

shall be received in evidence and shall be treated, without further proof, as being so made or issued unless the contrary is shown.

28. In any legal proceedings, an extract from the previously approved minutes of the proceedings of any meeting of the Governing Body signed by the Chairperson or the Principal and Chief Executive shall be received as evidence of the matters stated therein.

#### **PART IV - COMMITTEES OF THE GOVERNING BODY**

29. To assist the Governing Body in the exercise of its responsibilities, the Governing Body shall arrange for the setting up of an appropriate committee structure in accordance with the provisions of these Articles.

30. Every committee of the Governing Body shall be chaired by a member of the Governing Body other than a member appointed under sub-paragraphs 5b, 5c or 5d of the Instrument of Government.

31. Except as otherwise provided in these Articles, the terms of reference, membership and reporting arrangements of any committee shall be subject to the approval of the Governing Body.

32. In the absence of unanimity on a particular issue under consideration by any committee, the procedures set out in paragraphs 20 to 21 shall apply. Only committee members who are members of the Governing Body may vote.
33. The minutes of meetings of any committees established by the Governing Body shall be circulated to all members of the Governing Body. Minutes shall be circulated within ten days of the meeting taking place, either as agreed or draft version, subject to the confidentiality restrictions set out in Part V of and Schedule 4 to the Instrument of Government and paragraph 19 of these Articles. The Governing Body shall adopt the minutes of all committee meetings.
34. It will be a matter for the Governing Body to determine the quorum of committees of the Governing Body.

#### **Curriculum & Quality Assurance Committee**

35. The Governing Body may, in accordance with arrangements which it shall determine, establish a Curriculum & Quality Assurance Committee for the purpose of overseeing college curricular provision, especially the nature, quality and performance of the provision and the extent to which it meets the needs of the community the College seeks to serve.
36. The membership of the Curriculum & Quality Assurance Committee shall comprise at least four members of the Governing Body (other than members appointed under sub-paragraphs 5b, 5c or 5d of the Instrument of Government) and the Principal and Chief Executive. The Committee may invite to attend such staff of the College as are considered appropriate by the Governing Body.

#### **Finance & General Purposes Committee**

37. The Governing Body shall, in accordance with arrangements which it shall determine, establish a Finance & General Purposes Committee, comprising at least four members of the Governing Body, of whom at least two shall be members appointed under sub-paragraph 5a of the Instrument of Government, and the Principal and Chief Executive. The committee may invite to attend such other officers of the College as considered appropriate by the Governing Body.

38. The Finance & General Purposes Committee shall, subject to the provisions of these Articles, determine or advise the Governing Body on matters relating to the estimates, budget and presentation of the accounts of the College and other such matters as the Governing Body may from time to time remit to it.

#### **Audit & Risk Committee**

39. The Governing Body shall, in accordance with arrangements which it shall determine and after considering such guidance as the Department may provide, establish an Audit & Risk Committee comprising at least four members (other than the Principal and Chief Executive). No members of the Audit & Risk Committee shall also sit on the Finance & General Purposes Committee.

40. The chairperson of the Audit & Risk Committee shall be a member of the Governing Body appointed under the provisions of sub-paragraph 5a of the Instrument of Government but shall not also be the Chairperson of the Governing Body.

41. The Principal and Chief Executive, the senior finance officer and the internal auditor shall normally attend meetings of the Audit & Risk Committee. The external auditor shall be required to attend when an external audit report is being considered. The Audit & Risk Committee may also invite to attend such other officers of the College and professional advisers as are considered appropriate.

42. The Audit & Risk Committee is authorised by the Governing Body to investigate any activity within its terms of reference and all staff and members of the Governing Body are required to co-operate with the Committee. The Audit & Risk Committee shall provide a channel of communication from the College's auditors, which is not controlled by college management. In particular it shall ensure that the internal control systems, including audit activities, of the College are monitored actively, independently and objectively in order to:-

- a. promote and ensure high standards of propriety, accountability and financial management within the College;
- b. improve the quality of financial reporting by reviewing internal and external financial statements on behalf of the Governing Body;

- c. promote a financial climate of financial discipline and control which will help to reduce the opportunity for financial mismanagement;
- d. improve where necessary, the effectiveness of the College's internal controls and mechanisms for achieving value for money;
- e. reinforce the independence and effectiveness of the internal audit function and to underpin the objectivity and independence of the external auditors;
- f. advise on the reliability of the College's information systems;
- g. provide a sounding board for college management on issues of concern in relation to the College's internal control systems; and
- h. contribute to the maintenance or increasing of public confidence in the quality of the College's corporate governance and management.

43. The Audit & Risk Committee shall meet at least four times in each year.

#### **Staffing Committee**

44. The Governing Body may establish, in accordance with arrangements which it shall determine, a Staffing committee for the purpose of overseeing college staffing issues and drawing up Terms of Reference in this regard to be approved by the Governing Body.

45. The membership of the Staffing Committee shall comprise at least four members of the Governing Body (other than members appointed under sub-paragraphs 5b, 5c or 5d of the Instrument of Government) and the Principal and Chief Executive. In addition, the officer responsible for Human Resources issues in the College shall, normally, have the right to attend meetings of the staffing committee.

#### **Temporary Committees**

46. The Governing Body may from time to time set up other committees which are of a temporary or ad hoc nature. Any committee which is intended for other than a short-term function, shall only be established after an appropriate amendment to these Articles is approved by the Department.

## **PART V - APPOINTMENT AND PROMOTION OF STAFF**

47. It shall be the responsibility of the Governing Body to ensure that each member of staff shall serve under a contract of employment with the Governing Body. In particular, the Governing Body shall ensure that all procedures, and their application, in relation to the appointment and remuneration of staff shall comply with industrial relations and equal opportunity legislation.
48. Upon the occurrence of a vacancy or expected vacancy in the post of Principal and Chief Executive or Vice-Principal, the Governing Body shall prepare a job description and shall obtain from the Department approval to the proposed remuneration and conditions of service for the post.
49. Policies in relation to the appointment and promotion of staff shall be approved by the Governing Body following appropriate consultation. These policies shall apply to all appointments and promotions.

## **PART VI – STAFF CONDUCT, DISCIPLINE, GRIEVANCE AND DISMISSAL**

50. The Governing Body, after consultation with staff representatives, shall approve a code of conduct/disciplinary code setting out the standard of behaviour expected of staff and the procedure to be followed shall they be breached.
51. Matters relating to the conduct and discipline of staff, and staff grievances about their employment, shall be regulated in accordance with arrangements made by the Governing Body after consultation with recognised staff representatives. Such arrangements:-
  - a. may include the establishment of a panel to consider individual cases of discipline and grievance; and
  - b. shall include provisions whereby a member of staff may appeal against any determination by such a panel. No member who served on such a panel in a particular case shall serve as a member of any subsequent panel relating to the appeal.

## **Suspension and Dismissal of Staff**

### Suspension

52. Notwithstanding any other arrangements or agreements, the Chairperson of the Governing Body or, in the absence of the Chairperson, the vice-chairperson, may, in the interests of the College suspend from duty, with pay, the Principal and Chief Executive for alleged gross misconduct or other good and urgent cause. The Chairperson (or vice-chairperson) shall report such suspension in writing to the Governing Body as soon thereafter as practicable. Similarly, the Principal and Chief Executive may suspend from duty, with pay, any other member of the staff for alleged gross misconduct or other good and urgent cause, including as a precautionary measure pending an investigation.

### Dismissal

53. Procedures relating to the consideration for dismissal of staff due to misconduct shall be documented in the disciplinary procedure approved by the Governing Body.

## **PART VII - STAFFING**

### **Complement and Structure**

54. The Governing Body has overall responsibility for determining the size and structure of the College's staffing complement in order to deliver its mission and maintain the character of the College. In exercising this responsibility, the Governing Body shall have regard to its financial, human and physical resources.

### **Redundancy**

55. If, in the event of reviewing the College's activities, and its associated staffing needs, it is the view of the Principal and Chief Executive that a redundancy situation could arise, the Principal and Chief Executive shall advise the Governing Body. The Governing Body shall then determine whether there will be a redundancy situation.
56. If a redundancy situation has been declared the matter will be dealt with in accordance with the relevant procedure.

## **PART VIII - STUDENTS**

57. Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution consistent with the charitable purpose of the College and approved by the Governing Body. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Governing Body.
58. The Governing Body, after consultation with representatives of the students, shall approve the framework which establishes the standard of conduct and behaviour expected of students, including the procedure to be followed where the framework is breached.
59. Where it is considered to be in the interests of the College, the senior curriculum manager or his/her nominee may, without notice, expel a student for gross misconduct or other serious cause. In the case of an offence of general and habitual misconduct, the senior curriculum manager or his/her nominee may suspend a student pending further consideration as to the possibility of the student's expulsion.
60. Any student suspended or expelled shall be entitled to receive from the senior curriculum manager or his/her nominee written notification of the suspension or expulsion, setting out the grounds on which the decision has been taken.
61. Any student suspended or expelled shall be entitled to appeal to the Principal and Chief Executive or his/her nominee, and shall be entitled to make oral representations at the hearing of the appeal, for which purposes the student can be accompanied or represented by a friend.

## **PART IX - FINANCE**

### **Accounts and Audit**

62. The Governing Body shall set up, and review from time to time, arrangements:-
- a. for the keeping of proper accounts and proper records in relation to the accounts on behalf of the Governing Body;

- b. for the accounts to be prepared and audited in respect of each financial year; and
  - c. for the keeping of proper statistics, particularly those used in the determination of the level of funding of the College.
63. The accounts shall separately identify those transactions in which a member of the Governing Body had a material interest and shall include details of the transaction and the name of the member or members involved.
64. The financial year for the College shall be the twelve month period ending 31 July.
65. In accordance with the Order, the Comptroller and Auditor General shall have the right of access to the books, accounts and records of the Governing Body.

#### **Financial Management**

66. The financial administration of the College shall be conducted in accordance with the Order and also the Partnership Agreement.
67. The Governing Body shall determine the tuition and other fees payable to the College, subject to any conditions made pursuant to the Order.

### **PART X - MISCELLANEOUS**

#### **Rules and Standing Orders**

68. The Governing Body shall have power to make rules and standing orders concerning such matters with regard to the governance and conduct of the College as it thinks fit. Such rules and standing orders shall be subject to the provisions of these Articles.

#### **Copies of Articles of Government, Rules and Standing Orders**

69. A copy of these Articles and of any rules and standing orders shall be:-
- a. given to every member of the Governing Body;



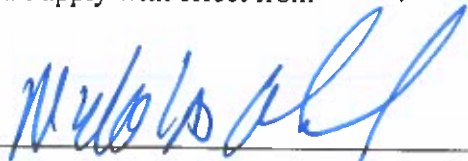
- b. made available during normal office hours at the College to any person wishing to inspect them; and
- c. published on the College's website.

**Amendment of Articles of Government**

70. These Articles may be modified or replaced only with the approval of the Department and subject to the Order provided that the charitable purpose of the College shall not be altered without consultation with the Charity Commission for Northern Ireland.

**PART XI - DATE OF COMMENCEMENT OF ARTICLES OF GOVERNMENT**

71. These Articles shall apply with effect from 03/05/24

Signed and sealed:  Date 11/04/24

On behalf of the Governing Body of South West College

Signed and Sealed: L. Wah Date 30/04/24

On behalf of Department for the Economy