Pembrokeshire College Corporation Board Instrument and Articles of Government

Updated October 2026

SCHEDULE 1

INSTRUMENT OF GOVERNMENT

Index

1. Interpretation
2. Composition of the Corporation
3. Determination of Membership Numbers
4. Transitional Arrangements
5. Appointments
6. Appointment of Chair and Vice-Chair
7. Appointment of the Clerk
8. Persons Ineligible to be Members
9. Term of Office
10. Determination of Membership
11. Members not to hold interests in matters relating to the Institution
12. Meetings
13. Quorum
14. Proceedings of Meetings
15. Minutes
16. Public Access to Meetings
17. Publication of Minutes and Papers
18. Allowances to Members
19. Copies of Instrument of Government
20. Change of Name
21. Application of Seal
22. Amendment of Instrument of Government

Interpretation

1. In this Instrument of Government:

(1) "the Corporation" means any further education corporation to which this Instrument applies;

"this Instrument" means this Instrument of Government;

"meeting" includes a meeting at which the members attending are present in more than one room (provided that, by use of video conferencing or similar facilities, it is possible for every person present at the meeting to see and/or hear each other). Meetings may be held virtually.;

"the previous Instrument of Government" means the instrument of government relating to the institution which had effect immediately before December 2018;

"staff matters" means any or all of the following: appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement' of any member of staff;

"working day" means any day, Monday to Friday inclusive, other than a bank holiday or other public holiday.

(2) "Independent member", "staff member", "student member" and "local authority member" have the meanings ascribed to them in paragraph 2;

(3) references to "Chair", "Vice Chair" and "Clerk" refer to "Chair of the Corporation", "Vice Chair of the Corporation" and "Clerk to the Corporation" respectively;

(4) 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;

(5) 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 paragraphs 2 and 3;

(6) the headings are included for convenience only and do not affect the construction of this Instrument.

Composition of the Corporation

2. (1) Subject to sub-paragraphs (5) and (6) below, the Corporation is to consist of:

(a) at least nine and not more than twelve members who are independent members, this must include at least one member who is a representative of local employers or local businesses. Who 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 and/or who represent the interests of a section of the local community, nominated by a community body or bodies.

(b) two members who are employed in and have been nominated by the staff of the institution (to be known as "staff members"). One staff member must be employed in and nominated and elected by the teaching staff and one staff member must be employed in and nominated and elected by the other members of staff of the institution;

(c) two members who are students at the institution elected and nominated by the students at the institution or (as the Corporation may determine) elected and nominated by a recognised association representing the students at the institution (to be known as "student members");

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

(e) the Principal of the institution.

(2) For the purpose of this Instrument, a person who is not for the time being enrolled as a student at the institution is to be treated as such a student during any period when he or she 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 or her in any students' union at the institution.

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

(4) In paragraph (1)(a) "community body" includes any association not conducted for profit.

Determination of Membership Numbers

3. (1) Subject to sub-paragraph (2) the number of members of the Corporation and the number of members in each variable category is to be that determined by the Corporation in the most recent determination under the previous Instrument of Government.

(2) The Corporation may at any time vary the determination referred to in sub-paragraph (1) and any subsequent determination under this paragraph provided that:

(a) The number of members of the Corporation, determined is not less than 12 and not more than 20;

(b) the number of members of each variable category is subject to the limits which apply to that category set out in paragraph 2; and

(3) No determination under this paragraph is to 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.

Transitional Arrangements

4. Where on the determination referred to in paragraph 3 the membership of the Corporation did not conform in number and composition to that determination and by virtue of any provision of the previous Instrument of Government the Corporation was not obliged to require the removal of members, nothing in this Instrument requires the removal of members but the Corporation is to ensure that any new appointments are made with a view to ensuring that the composition conforms to the determination as soon as possible, but in any case within 4 years of the date of this Instrument.

Appointments

5. (1) Subject to sub-paragraph (2) the Corporation is the appointing authority in relation to the appointment of any member of the Corporation.

(2) The appointing authority may decline to appoint a person if it is satisfied that the person does not have the specified skills and experience.

(3) The appointing authority may decline to appoint a person as an independent, staff, student or local authority member if:

(a) it is satisfied that the person has, within ten years before their appointment would otherwise have taken effect, been removed from office as a member of a further education corporation or institution designated under section 28 of the Further and Higher Education Act 1992; or

(b) the appointment of the person would contravene any provision of any rules or bye-laws made under article 19 of the Articles of Government.

(4) Except as provided for in sub-paragraphs (2) and (3), sub-paragraph (1) does not entitle the Corporation to decline to appoint any person as an independent, staff, student or local authority member unless the person is ineligible to be a member of the Corporation by virtue of paragraph 8, or, in the case of a person to be appointed as an independent or local authority member, the Corporation has been advised by the Search Committee (established under paragraphs (3) and (4) of Article 5 of the Articles of Government) not to make the appointment.

(5) In this paragraph "specified skills and experience" means skills and experience (other than professional qualifications) specified by the Corporation as appropriate for members of the Corporation.

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

(7) A local authority member can be a local authority elected councillor, a local authority employee, or any other appropriate person nominated by the local authority, subject to sub-paragraph (3).

(8) Nothing in this clause entitles the Corporation to request more than one nomination from any of the bodies referred to in paragraphs 2(1)(b) to (d) to fill any single vacancy.

Appointment of Chair and Vice-Chair

6. (1) The members of the Corporation are to appoint a Chair and up to two Vice-Chairs from among their number.

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

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

(4) If both the Chair and Vice-Chair(s) are absent from any meeting of the Corporation, the members present are to choose one of their number to act as Chair for that meeting, subject to sub-paragraph (2).

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

(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 or her from his or her office and thereupon the office becomes vacant.

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

(8) The Chair and Vice-Chair are eligible for reappointment at the expiry of their terms of office, subject to any rules made under article 19 of the Articles of Government.

Appointment of the Clerk

7. (1) The Corporation is to, subject to sub-paragraph (4), appoint a person to serve as Clerk.

(2) Subject to paragraph 14(9) the Clerk is entitled to attend all meetings of the Corporation (including meetings of any committee of the Corporation).

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

(4) In the event that the Clerk has to leave a meeting due to discussions surrounding his or her remuneration, terms and conditions of employment, or other relevant matter the Principal may take minutes of the discussion.

(5) The Principal is ineligible to be appointed as Clerk or as a temporary Clerk.

(6) The Clerk must comply with any requirements of the Welsh Government.

Persons Ineligible to be Members

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

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

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

(4) The Clerk is ineligible to be a member.

(5) Subject to sub-paragraphs (6) and (7), a person is disqualified from holding, or from continuing to hold, office as a member if that person has been adjudged bankrupt, or if he or she is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if her or she has made a composition or arrangement with his or her creditors, including an individual voluntary arrangement.

(6) Where a person is disqualified by reason of having been adjudged bankrupt, or being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification ceases:

(a) on his or her discharge from bankruptcy, unless the bankruptcy order made against him or her has before then been annulled; or

(b) if the bankruptcy restrictions order of which he or she is the subject is rescinded, on the date so ordered by the court; or

(c) if the interim bankruptcy restrictions order of which he or she is the subject is discharged by the court, on the date of that discharge; or

(d) if the bankruptcy restrictions undertaking of which he or she is the subject is annulled, on the date of that annulment.

(7) Where a person is disqualified by reason of having made a composition or arrangement with his or her creditors, including an individual voluntary arrangement, and he or she then pays his or her debts in full, the disqualification ceases on the date on which the payment is completed and in any other case it ceases on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

(8) —

(a) Subject to paragraph (b) a person is disqualified from holding, or from continuing to hold, office as a member if:

(i) within 5 years before his or her appointment would otherwise have taken effect, or since his or her appointment, he or she has been convicted whether in the United Kingdom or elsewhere of any offence and has had passed on him or her 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 or her appointment would otherwise have taken effect, he or she has been convicted as aforesaid and has had passed on him or her a sentence of imprisonment for a period of more than two and a half years; or

(iii) he or she has at any time been convicted as aforesaid and has had passed on him or her a sentence of imprisonment of not less than 5 years.

(b) For the purpose of this regulation 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 is to be disregarded.

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

Term of Office

9. (1) A member of the Corporation is to hold and vacate office in accordance with the terms of his or her appointment but the length of his or her term of office is not to exceed 4 years.

(2) A member retiring at the end of his or her term of office is eligible for reappointment, subject to any rules made under article 19 of the Articles of Government, and paragraph 5 is to apply to the reappointment of a member as it applies to the appointment of a member's successor.

Determination of Membership

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

(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 or her from office and thereupon the office becomes 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 ceases to hold office if he or she ceases to be a member of the staff of the institution, and thereupon the office becomes vacant.

(4) Any person who is a member of the Corporation by virtue of being a student of the institution ceases to hold office:

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

(b) if he or she is expelled from the institution,

and thereupon the office becomes vacant.

Members not to hold interests in matters relating to the Institution

11. (1) Except with the approval in writing of the Corporation, no member is to 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 has any other interest of a description specified by the Corporation on any matter relating to the institution, is:

(a) To disclose to the Corporation or any committee of the Corporation the nature and extent of his or her interest; and

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

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

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

(5) This paragraph does not require members of staff to withdraw when staff matters are to be discussed, unless it is any individual member of staff that is to be discussed as opposed to a group of staff, subject to paragraph 14(4)(d).

Meetings

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

(2) Subject to sub-paragraph (3), all meetings are to be summoned by the Clerk, who is to, at least 5 working days before the date of the meeting, send to the members 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, the Chair or a person nominated by the Chair (and not the Clerk) is to, at least 5 working days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant documents.

(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 or her absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it is sufficient if the notice convening the meeting and the proposed agenda are given within such period, being less than 5 working days, as he or she specifies.

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

(6) The requirement to send or give notice set out in sub-paragraphs (2), (3) and (4) may be satisfied by being sent by electronic means.

Quorum

13. (1) Meetings of the Corporation are 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 paragraph 3(1)), which must include at least 40% of the independent members, as shown for the purposes of illustration in the table below.

Number of members	***Quorum***
12	5
13	6
14	6
15	6
16	7
17	7
18	8
19	8
20	8
21	8
22	9
23	9

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

(3) In circumstances where a meeting cannot be held or, as the case may be, cannot continue, due to a lack of quorum, the Chair may cause a special meeting to be summoned as soon as conveniently possible.

Proceedings of Meetings

14. (1) Every question to be decided at a meeting of the Corporation is to be determined by a simple 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 is to have the casting vote.

(2) A member may not vote by proxy or by way of a 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) In emergency and urgent situations written approval of resolutions will be permitted, provided that all Members of the Board eligible to vote on the matter are given consistent information. If a decision is taken in this manner then all votes will be received in writing and the number of responses will be required to meet what constitutes quorum for a meeting. The requirement for written approval may be satisfied by electronic means. The record of the decision will be reported to the next meeting of the Corporation. This option will only be used when deemed necessary in emergency or urgent situations by the Chair, or in their absence Vice Chair, and the Principal. Emergency and urgent situations are defined in the Corporation's Corporate Governance Model.

(5) A member of the Corporation who is a member of the staff of the institution, including the Principal, is to 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 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 or her reappointment, or the appointment of his or her successor, is to be considered; and

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

(d) if so required by a majority of other members present, from that part of any meeting of the Corporation or any committee of the Corporation at which negotiations covering the pay or conditions of (any or all) members of staff are being considered.

(6) Except as provided by rules made under article 14(2) of the Articles of Government relating to student discipline, a student member is to withdraw from that part of any meeting of the Corporation or committee at which his or her conduct, suspension or expulsion or those of any student is to be considered.

(7) 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 is to:

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

(8) The Clerk:

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

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

(9) If the Clerk withdraws from a meeting or part thereof under sub-paragraph (8) the Corporation or committee of the Corporation (as the case may be) is to appoint from its number a person to act as Clerk for the duration of such a meeting or part thereof, except that the Principal is ineligible to be appointed as a temporary Clerk. The Principal may take the minutes.

Minutes

15. (1) Subject to sub-paragraph (2), at every meeting of the Corporation the minutes of the last meeting are to be taken as an agenda item and, if agreed to be accurate, those minutes are to be signed as a true record by the Chair of the meeting.

(2) Sub-paragraph (1) does not require the minutes of the last meeting to be taken as an agenda item of a meeting called under paragraph 12(4) and where the minutes of the last meeting are not taken as an agenda item of such a meeting, pursuant to this paragraph, they are to be taken as an agenda item at the next meeting which is not called under paragraph 12(4).

(3) Separate minutes are to be taken of those parts of meetings from which the Clerk or staff or student members have withdrawn. A member of the Corporation who is a member of staff of the institution, a student member or the Clerk who has withdrawn from a meeting in accordance with sub-paragraphs (4) to (9) of paragraph 14 is not entitled to see the minute of that part of the meeting or any papers in relation thereto, except with the express permission of the Chairman/Vice Chairman of the Corporation Board.

Public Access to Meetings

16. (1) Subject to paragraph 14, the following are entitled to attend meetings of the Corporation:

(a) a member of the Corporation;

(b) the Clerk;

(2) Any question as to whether any other person should be allowed to attend a meeting of the Corporation is to be determined by the Corporation.

Publication of Minutes and Papers

17. (1) Subject to sub-paragraph (2), the Corporation is to ensure that a copy of:

(a) the agenda for every meeting of the Corporation and any of its Committees;

(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

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

(2) There may be excluded from any item required to be made available in pursuance of sub-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; or

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

(3) Items excluded under paragraph (2)(d) should be regularly reviewed by the Corporation and made available once they cease to be confidential.

Allowances to Members

18. The Corporation has power to pay to the members of the Corporation such travelling, subsistence or other allowances as the Corporation may determine, but must not pay allowances which remunerate the members for their services as members.

Copies of Instrument of Government

19. (1) A copy of this Instrument is to be given free of charge to every member of the Corporation.

(2) A copy of this Instrument is to be given free of charge or at a charge not exceeding the cost of copying to any other person who requests it.

(3) A copy of this instrument is to be made available for inspection upon request during normal office hours to every member of staff of and student at Pembrokeshire College.

Change of Name

20. The Corporation may change its name with the approval of the Welsh Ministers.

Application of Seal

21. The application of the seal of the Corporation is to be authenticated by:

(a) the signature either of 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.

Amendment of Instrument of Government

22. (1) In accordance with section 22 of the Further and Higher Education Act 1992 this Instrument and the Articles of Government of the Corporation may be modified or replaced by resolution of the Corporation subject to paragraph 22(2). Before making such a resolution the Corporation shall consult any persons who in the view of the Corporation are likely to be affected by the proposed changes.

(2) The Corporation must not make any changes to the Instrument of Government or the Articles of Government which would result in the Corporation ceasing to be a charity.

SCHEDULE 2

ARTICLES OF GOVERNMENT

Index

1. Interpretation
2. Conduct of the Institution
3. Responsibilities of Corporation, Principal and Academic Board
4. Academic Board
5. Delegation of Functions and Committees
6. Appointment and Promotion of Staff
7. Conduct of Staff
8. Academic Freedom
9. Suspension of Staff
10. Dismissal of Senior Post Holders and the Clerk
11. Dismissal of Staff other than Senior Post Holders or the Clerk
12. Suspension and Dismissal of the Clerk
13. Grievance Procedures
14. Students
15. Financial Matters
16. Co-operation with Welsh Government Auditor
17. Internal Audit
18. Accounts and Audit of Accounts
19. Rules and Bye-Laws
20. Copies of Articles of Government, Rules and Bye-Laws
21. Amendment of Articles of Government
22. Dissolution of the Corporation of Pembrokeshire College

Interpretation

1. In these Articles of Government:

(1)

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

"these Articles" means these Articles of Government;

"the Corporation", has the same meaning as in the Instrument of Government;

"independent member", "local authority member", "staff member" and "student member" have the same meaning as in the Instrument of Government;

"Chair", "Vice Chair" and "Clerk" refer to "Chair of the Corporation", "Vice Chair of the Corporation" and "Clerk to the Corporation" respectively;

"senior post" means the posts of Principal and only such other posts as the Corporation determines for the purposes of these Articles;

"the staff" means all staff of the institution;

"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;

"working day" means any day, Monday to Friday inclusive, other than a bank holiday or other public holiday.

(2) the headings are for convenience only and do not affect the construction of these Articles.

Conduct of the Institution

2. The institution is to be conducted in accordance with the provisions of, and any provisions made pursuant to the Education Acts as defined in section 578 of the Education Act 1996, any subsequent Education Acts, the Learning and Skills Act 2000, any regulations, orders or directions made by Welsh Ministers and subject thereto, 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 Corporation, Principal and Academic Board

3. (1) The Corporation is to be responsible for:

(a) the determination of the educational character and mission of the institution and for 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, 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, his or her appointment, grading, suspension and determination of his or her pay in his or her 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, his or her dismissal in his or her capacity as a member of staff);

(i) setting a framework for the pay and conditions of service of all other staff;

(f) if there is to be no Academic Board, ensuring that arrangements are in place 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.

(2) Subject to the responsibilities of the Corporation, the Principal is to be the Chief Executive of the institution, and responsible for:

(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, 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 to be 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, and the management of budget and resources, within the estimates approved by the Corporation;

(g) 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) The Corporation must undertake consultation once every year on the education provided at Pembrokeshire College and the planning of the curriculum. The Corporation must consult persons in the area of Pembrokeshire College receiving education or training, employers in the area of Pembrokeshire College and bodies representing persons living in the area of Pembrokeshire College.

(4) The Corporation must make and publish arrangements for obtaining the views of staff and students on the determination of the educational character and mission of the institution and the oversight of its activities.

(5) 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 (if any) is to be responsible for ensuring that arrangements are in place 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) The Corporation may establish an Academic Board, comprising the Principal (who is to be Chair) and such other numbers 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 or her place whenever the Principal is unable to attend an Academic Board meeting. The period of appointment of members and the selection or election arrangements are to be subject to the approval of the Corporation.

(2) The Academic Board (if any) may establish such committees as it considers necessary for the purpose of enabling it to carry out its responsibilities, provided that each proposal for the establishment of such 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 vacate office is to 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 or her 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 vacate office, is to be determined by the Corporation.

(3) The Corporation is to establish a committee, to be known as the Search Committee, to advise on:

(a) the appointment of the independent and local authority members;

(b) such other matters relating to membership and appointments as the Corporation may remit to it.

(4) The Corporation must not appoint any person as an independent or local authority member 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, are to be made available for inspection by any person during normal office hours at the institution.

(5) The Corporation is to 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. The Audit Committee is to consist of at least 3 persons and may include members of the staff of the Corporation other than those in senior posts and is to operate in accordance with any requirements of the Welsh Government.

(6) Any committee established by the Corporation (other than the Special Committee or any other committee formed for the purposes of articles 10 or 11) may include persons who are not members of the Corporation.

(7) The Corporation must 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 the safeguarding of their assets;

(d) the appointment of the Principal, the Clerk, or the holder of any senior post;

(e) the responsibility for hearing the appeal against dismissal of the Principal, the holder of any senior post, or, where the Clerk is a member of staff, hearing the Clerk's appeal against his or her dismissal in his or her capacity as a member of staff;

(f) the modification or revocation of these Articles.

(8) The Corporation is to ensure that a written statement of its 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 for inspection by any person during normal office hours at the institution.

(9) The Principal may delegate any of his or her functions, other than the management of budget and resources, to other appropriate members of staff. Such delegations and the extent of such delegations are to be approved from time to time by the Corporation.

Appointment and Promotion of Staff

6. (1) Each member of staff is to serve under a contract of employment with the Corporation.

(2) Upon the occurrence of a vacancy or expected vacancy in a senior post the Corporation is to:

(a) advertise the vacancy in such publications circulating throughout the United Kingdom as it considers appropriate, exceptions will be made where a restructure of senior post holder posts puts the role of a senior manager at risk of redundancy. In such instances, where the senior manager at risk of redundancy meets the essential criteria for the new senior post holder role, an internal selection process will be undertaken in the first instance. Any internal process will comply with the requirements specified in sub-paragraphs 2 (a)(i) to (4) of article 6;
and appoint a selection panel consisting of:

(i) (where the vacancy is for the post of Principal) at least 2 members and no more than 4 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 2 other members of the Corporation; and

(iii) (where the vacancy is for any senior post) an independent advisor, who may not be a member of the Corporation, if considered appropriate.

(3) The members of the selection panel are to:

(a) determine 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.

(4) If the Corporation approves the recommendation of the selection panel, that person is to be appointed.

(5) 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 sub-paragraphs (a) to (c) of article 6(3), with or without first re-advertising the vacancy.

(6) 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 has 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 is to include a person acting as Principal in accordance with this paragraph.

Conduct of Staff

7. After consultation with the staff, the Corporation is to make rules relating to the conduct of the staff.

Academic Freedom

8. In making rules under article 7, the Corporation is to 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.

Suspension of Staff

9. (1) The Chair, or in their absence, the Vice-Chair may suspend from duty, with pay, the holder of a senior post for misconduct or other good or urgent cause. The Chair or Vice-Chair must report such suspension in writing to the Corporation within 2 working days or as soon thereafter as is practicable.

(2) The Principal may suspend from duty, with pay, any member of the staff other than the holder of a senior post, for misconduct or other good or urgent cause.

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

(4) Procedures for the suspension of staff under paragraphs (1) and (2) are to be specified in rules made by the Corporation after consultation with the staff. The rules are to 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 lies if the case for dismissal of the person is being considered under article 10 or 11;

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

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

Dismissal of Senior Post Holders and the Clerk

10. (1) In this article, "relevant senior staff" means senior post holders and the Clerk, if they are also a member of staff.

(2) After consultation with relevant senior staff, the Corporation is to make rules, specifying procedures (including appropriate time limits relating thereto) for the dismissal of relevant senior staff and the consideration of their appeals. Such rules must incorporate provisions satisfying this article and the principles of natural justice.

(3) If it appears that there may be a case for the dismissal of a member of relevant senior staff, the matter is to be referred to a Special Committee of the Corporation.

(4) A Special Committee is to consist of no fewer than 3 members of the Corporation. Staff (with the exception of the Principal, provided they are not the subject of the investigation) and student members are not to be eligible for membership.

(5) The Special Committee is to consider the report prepared by the Investigating Officer and invite the person concerned to a Disciplinary Hearing.

(6) The Special Committee is to take such action as it deems to be appropriate in the circumstances, which may include the dismissal of the person concerned. The Special Committee is to confirm its decision in writing to the person concerned, and such letter is to include confirmation of the entitlement to appeal any decision of the Special Committee and the procedure for doing so. A dismissal against which an appeal is made is to take effect irrespective of any pending appeal.

(7) In the event that a member of relevant senior staff has indicated their intention to appeal, the Corporation (excluding members of the Special Committee and any staff or student members) is to invite the person concerned to an Appeal Hearing and is to consider any new evidence put forward. The decision of the Special Committee is to be reviewed by the Appeal Hearing.

(8) The Corporation must confirm its decision to the person concerned in writing.

Dismissal of Staff other than Senior Post Holders or the Clerk

11. (1) In this article, "relevant staff" means staff other than senior post holders or the Clerk.

(2) After consultation with relevant staff, the Corporation is to make rules, specifying procedures (including appropriate time limits relating thereto) for the dismissal of relevant staff and the consideration of their appeals. Such rules must incorporate provisions satisfying this Article and the principles of natural justice.

(3) If the Principal considers that there may be a case for the dismissal of a member of relevant staff, they may decide to appoint an Investigating Officer. The Investigating Officer (if any) is to examine the case for dismissal and prepare a written report, including recommendations, for consideration by the Principal, a copy of which is to be sent to the person concerned.

(4) The Principal is to consider the report prepared by the Investigating Officer (if any). If no report has been prepared, the Principal must set out in writing the circumstances which have led them to contemplate dismissal, and send this to the person concerned. The Principal is to invite the person concerned to a meeting.

(5) The Principal is to take such action as they deem to be appropriate in the circumstances, which may include the dismissal of the person concerned. The Principal is to confirm their decision in writing to the person concerned, and such letter is to include confirmation of the entitlement to appeal any decision of the Principal and the procedure for doing so. A dismissal against which an appeal is made is to take effect irrespective of the pending appeal.

(6) In the event that a member of relevant staff has indicated their intention to appeal, the Corporation (excluding the Principal and the Investigating Officer (if any) and any staff or student members) is to invite the person concerned to an appeal meeting and is to consider any new evidence put forward. The Principal's decision is to be reviewed by the Corporation.

(7) The Corporation must confirm its decision to the person concerned in writing.

Suspension and dismissal of the Clerk

12. The requirement to follow the procedures set out in articles 9 and 10 in the case of a Clerk who is also a member of staff, will not prejudice the Corporation's right to take action in relation to the suspension from or termination of such a Clerk's appointment under paragraph 7 of the Instrument of Government in accordance with any separate agreement relating to their appointment as Clerk.

Grievance Procedures

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

Students

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

(2) After consultation with the Academic Board (if any) and representatives of the students, the Corporation is to make rules concerning the conduct of students, including procedures for suspension and expulsion.

(3) In exercise of the responsibilities set out in article 3(3) and after consultation with the Corporation and representatives of the students, the Academic Board (if any) must advise the Principal on procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason. If there is no Academic Board, the Corporation must, after consultation with representatives of the students, advise the Principal on such procedures.

Financial Matters

15. The Corporation is to 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 Welsh Government).

Co-operation with Welsh Government Auditor

16. The Corporation is to co-operate with any person authorised by the Welsh Government to audit any returns and, in particular, give any such person access to any documents or records held by the Corporation including records stored on computers.

Internal Audit

17. (1) The Corporation is to, 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 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 18.

Accounts and Audit of Accounts

18. (1) The Corporation is to:

(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 is to:

(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 Government 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 article) are to be audited by persons ("external auditors") appointed by the Corporation (subject to paragraph (5)) in respect of each financial year.

(4) Such auditors are to be appointed and other audit work conducted, in accordance with any requirements of the Welsh Government.

(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 17.

(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 Welsh Government; and

(c) if the Corporation is dissolved:

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

(ii) the Corporation may, with the approval of the Welsh Government, determine that what would otherwise have been the last 2 financial years are to be treated as a single financial year for the purpose of this article.

Rules and Bye-Laws

19. The Corporation has the power to make rules and bye-laws concerning such matters with regard to the government and conduct of the institution as it thinks fit. Such rules and bye-laws are to be subject to the provisions of the Instrument of Government and these Articles.

Copies of Articles of Government, Rules and Bye-laws

20. A copy of these Articles, and of any rules and bye-laws, are to be given to every member and made available for inspection by any person upon request during normal office hours at the institution to any person.

Amendment of Articles of Government

21. These Articles may be modified or replaced in accordance with section 22 of the Further and Higher Education Act 1992.

Dissolution of the Corporation of Pembrokeshire College

22. The Corporation may by resolution dissolve itself and provide for the transfer of its property rights and liabilities after complying with the following requirements:

(1) It must publish the proposal at least six months before the date specified in the proposal for dissolution of the corporation.

(2) The proposal must contain:

(a) The name of the Corporation and of Pembrokeshire College as the further education institution.

(b) The address of Pembrokeshire College.

(c) A general description of the education provided by Pembrokeshire College.

(d) The number of full-time students, the number of part-time students, and the total number of students at Pembrokeshire College.

(e) The reason for proposing the dissolution of the Corporation.

(f) The date proposed for dissolution of the Corporation.

(g) The educational provision to be made for those students who have not completed their courses on the date proposed for dissolution of the Corporation.

(h) The proposed arrangements for the transfer of the property, rights and liabilities of the Corporation.

(3) It must publish a notice of the proposal at least six months before the date specified in the proposal for dissolution of the Corporation.

(a) In at least one newspaper circulating in the area served by Pembrokeshire College.

(b) In at least one newspaper circulating throughout Wales.

(c) On the website of Pembrokeshire College.

(4) The notice of the proposal published by the Corporation must contain:

(a) The name of the Corporation and of Pembrokeshire College as the further education institution.

(b) The date proposed for dissolution of the Corporation.

(c) The procedure for obtaining a copy of the proposal.

(5) The Corporation must send a copy of the proposal of dissolution to:

(a) The governing body of any institution in the further education sector within the area of Pembrokeshire College.

(b) The governing body of any institution in the higher education sector within the area of Pembrokeshire College.

(c) The governing body of any maintained school which provides education suitable to the requirements of persons over compulsory school age within the local authority area in which Pembrokeshire College is situated.

(d) The local authority in whose area Pembrokeshire College is situated.

(e) The Assembly Member in whose constituency or region Pembrokeshire College is situated.

(f) Any other Assembly Member whose constituents appear to the Corporation likely to be affected by the proposal.

(g) The Welsh Ministers.

(h) The Member of Parliament in whose constituency Pembrokeshire College is situated.

(i) The Higher Education Funding Council for Wales.

(j) Any association recognised by the Corporation which represents students at Pembrokeshire College.

(k) Any trade union recognised by the Corporation which represents staff at Pembrokeshire College.

(l) Any person who requests a copy.

(m) Any other person who appears to the Corporation to have an interest.

(6) The Corporation must provide a period of at least one month beginning on the date of the publication of the proposal for representations to be made on the proposal.

(7) The Corporation must take account of the views expressed in any representations received on the proposal.

(8) The Corporation must publish a summary of any representations received on the proposal and the outcome of the consultation on the website of Pembrokeshire College within two months beginning on the day after the end of the consultation period and make a paper copy of the summary available free of charge to any person who requests it.