

HILLS EDUCATION TRUST



BYE-LAWS OF HILLS EDUCATION TRUST LIMITED

Revised and Approved 4 July 2025

TABLE OF CONTENTS

Interpretation of Terms Used

1 The Composition and Structure of the Trust

- 1.6 Committees of the Trust
- 1.7 The Governance Professional

2 The Trust's Powers

- 2.1 Delegation of Powers
- 2.1.3 Chair's Action
- 2.2 Exercise of Trust Powers in Specific Contexts
- 2.2.1 Appointment of Staff Directly Appointed by the Trust and the Governance Professional
- 2.2.2 Capability, Discipline, Grievance, Suspension and Dismissal of Staff Directly Appointed by the Trust and the Governance Professional
- 2.2.3 Scope of and Limitations on Appeals to the Corporation by Staff (Other than Staff Directly Appointed by the Trust, and the Governance Professional) and Students
- 2.2.4 Statements on Behalf of the Trust
- 2.2.5 The Seal

3 Members of the Trust (Trustees)

- 3.1 Appointment of Trustees
- 3.2 Trustees' Interests
- 3.3 Removal, Termination and Resignation of Trustees
- 3.3.1 Removal of Trustees from Office
- 3.3.2 Termination of Trustees' Office
- 3.3.3 Resignation by Trustees from Office
- 3.4 Payments to Trustees
- 3.5 Gifts and Hospitality Received by Trustees

4 Election of Trust Officers

- 4.1 Election of the Chair of the Trust

5 Meetings

- 5.2 Procedure at Trust Meetings
- 5.3 Procedure at Committee Meetings
- 5.4 Schedule of Meetings
- 5.5 Quorum
- 5.6 Voting
- 5.7 Reserved Business
- 5.8 Minutes
- 5.9 Agendas and Papers
- 5.10 Observers
- 5.11 Retention of Documents

6 Professional Advice

- 6.5 Legal Advice

7	Complaints Against the Trust and the Governance Professional
7.1	Scope of Bye Laws Relating to Complaints
7.2	Procedure: Complaints Against the Trust, or Trustee(s)
7.3	Procedure: Complaints Against the Governance Professional
8	Confidential Reporting by Members
9	Copies of the Bye Laws and Appendices
10	General Provisions
Appendix 1	Persons Ineligible For Appointment to, Re-Appointment to, or Continuing Membership of the Trust

INTERPRETATION OF TERMS USED

These interpretations shall apply to the Bye Laws, and to all appendices cited in the Bye Laws.

Articles	Articles of Association of Hills Education Trust Limited.
Chair of the Trust	Except where otherwise stated, or where the interpretation would be unreasonable, references to the Chair of Trustees shall include the Vice-Chair of Trustees acting in place of the Chair when the latter is unavailable or for other good reason. It shall also include any member appointed as Acting Chair of Trustees, and <i>mutatis mutandis</i> (see below) any member acting as her/his alternate as provided heretofore.
Force Majeure	Events beyond the reasonable control of a party, occurring other than as a product or result of the said party's negligence or malfeasance, which have a materially adverse effect on the said party's ability to perform its obligations.
Meeting	<p>Persons entitled to count towards the quorum, participate in discussion and take decisions, whether by voting or otherwise, either present in one venue or respectively observable or audible to each other by video-conferencing or telephone conferencing facilities in more than one venue such that each person can be identified, heard and addressed by all other persons at all times.</p> <p>Where persons are present in more than one venue, the meeting shall be deemed to have been held in any venue in which at least one person was present. Where all persons are present in separate venues, the meeting shall be described as having been held online or by telephone, whichever is relevant.</p> <p>Business at meetings shall not be invalidated if, because persons are present in more than one venue, it is not possible to hold a poll, or for all members to participate in a poll.</p>
Member	A member of Hills Education Trust Limited.
Minutes	Minutes shall refer to a document intended as the written record of a meeting and <i>prima facie</i> evidence of the proceedings to which it relates.
Mutatis Mutandis	Literally "that which should have been changed having been changed" or, in other words, paying due regard to the different conditions attending different contexts. It connotes that details have been changed to reflect altered circumstances, but that all matters of substance and principle remain unchanged, and that the reader should note any circumstantial differences from the original and take them into consideration.
Notice in Writing	Notice in writing with reference to Trustees may include notice by email to or from addresses which have been previously notified to the Governance Professional by the Trustee or Trustees as being appropriate for email correspondence, or which have been habitually used by them for such correspondence such that they can be deemed appropriate.

These email addresses may therefore be used by the Governance Professional for giving notice to Trustees or for responding to notices received from Trustees (whether or not received in the form of emails). Where email is used for the purpose of giving notice in writing this shall not exclude the additional use of printed copy or a shared online document facility in relation to the same notice.

Trustee

A trustee of Hills Education Trust Limited.

Where applicable, all other interpretations of terms used shall conform to those expressed in the Articles.

1. THE COMPOSITION AND STRUCTURE OF THE TRUST

- 1.1** Trustees shall be appointed or co-opted in accordance with the Articles.
- 1.2** The maximum term of office for Trustees is four years, except that the Principal (if s/he chooses to be a trustee) holds office for the tenure of her/his principalship, and parent trustees hold office for so long as their child remains a full-time student of the College.
- 1.3** Trustees retiring at the end of their term of office are eligible for, but not entitled to, reappointment, except that no Trustee shall serve for more than eight continuous years.

A person who, having served eight continuous years as a Trustee and having thereafter ceased to be a Trustee for a period of at least two years, may be re-appointed in accordance with the procedures otherwise set out in the Articles.

- 1.4** A member who ceases to be eligible to hold office as a member of the Trust owing to circumstances set out in Appendix 1: *Persons Ineligible for Appointment to, Re-Appointment to, or Continuing Membership of the Trust* shall immediately give notice in writing of the circumstances to the Governance Professional.

- 1.5** The Chair of the Trust shall appoint members to committees and appoint the chairs of committees.

1.6 Committees of the Trust

- 1.6.1** The Trust shall establish an Audit, Finance & Risk Committee.
- 1.6.2** The Trust may establish any other committee (howsoever called) of the Trust for any purpose or function permitted under the Articles, and may delegate to it responsibilities other than those reserved to the Trustees (meeting as a body), the Principal, or the Governance Professional.
- 1.6.3** Committees may include persons who are not Trustees as co-opted members but they may not count towards the quorum. Co-opted members shall not vote in committee decisions on matters forming their business.

1.7 The Governance Professional

- 1.7.1** Trustees shall appoint a suitably qualified and experienced person to serve as the Governance Professional . In her/his absence the Trust, or the Chair of the Trust if so delegated, shall appoint a suitably qualified and experienced person, who shall not be a Trustee, as Acting Governance Professional and, where reasonable, all references in these Bye Laws to the Governance Professional shall be deemed to include the Acting Governance Professional.

Trustees may appoint a Deputy Governance Professional, howsoever called.

- 1.7.2** Where the Governance Professional is deemed interested in the proceedings of Trustees or any committee thereof, and where the proceedings are of significant moment (e.g. concerning the capability, conduct or dismissal of the Governance Professional), Trustees shall appoint their legal advisers (or other legal firm having equivalent status and experience) to act as the Governance Professional. In circumstances where the Governance

Professional has, for whatever reason, been suspended from her/his duties, Trustees shall appoint their legal advisers (or other legal firm having equivalent status and experience) to act as the Governance Professional for the period of the suspension, and such firm shall exercise *all* the powers and responsibilities of the Governance Professional as set out in the Articles and these Bye Laws.

1.7.3 Trustees shall be permitted to appoint a suitably qualified and experienced member of College staff with other responsibilities to the post of Governance Professional, in which event s/he shall in the post of Governance Professional be employed on a separate contract of employment.

1.7.4 The Governance Professional, whether or not appointed solely in that role, shall be entitled to receive notice of and attend any meeting of the Trust, its committees or any other body or group set up by Trustees where matters relevant to the duties of the Governance Professional are to be discussed.

The Governance Professional shall not be entitled to be present when the terms of her/his own appointment or remuneration (whether in the office of Governance Professional or otherwise) are being discussed or where s/he has a conflicting interest (e.g. under circumstances set out in 3.2.13 below).

1.7.5 Where the terms of the Governance Professional's appointment or remuneration (whether in the office of Governance Professional or otherwise) are being discussed, the minutes of the proceedings shall be taken by a Trustee present (other than the Principal).

1.7.6 The Governance Professional shall be accountable to the Secretary of State (howsoever the office may be called) or her/his appointee for such matters as may from time to time be specified under regulation, but shall otherwise be accountable to Trustees as a whole (though not to any individual Trustee), and in the exercise of that accountability shall liaise with the Chair of Trustees. Notwithstanding that s/he may hold a contract of employment with the College as Governance Professional, s/he shall not be accountable to any officer of the College and, if also holding a College post under a separate contract of employment, shall not be accountable to any officer of the College in respect of exercising the powers duties and responsibilities of the office of Governance Professional.

1.7.7 The Governance Professional shall, on her/his own behalf in relation to the duties of the office and on behalf of Trustees, have independent access to external legal or other professional advice relevant to the duties of the office and resources shall be made available for this purpose.

1.7.8 The Governance Professional's responsibilities are:

1.7.8.1 The provision of independent legal and procedural advice, particularly relating to the regulatory framework of governance, attendant legislative requirements and governance best practice;

1.7.8.2 The management of all matters (in consultation as necessary with the Chair of Trustees, appropriate chairs of committees, the Principal and appropriate members of the College staff) in relation to the organisation and conduct of the Trust's business, including the summoning of meetings, the preparation of agendas and circulation of supporting papers.

- 1.7.8.3** The minuting of meetings, including those of the Remuneration Committee (if formed), except where her/his own remuneration, or that of the Principal, is being considered.
- 1.7.8.4** The monitoring of the conduct and recording of Trust business, and the giving of advice in this regard, to ensure that it is conducted and recorded in accordance with regulation and good practice, and is secure from valid legal challenge.
- 1.7.8.5** Acting as correspondent by authority of Trustees, and receiving correspondence on its behalf including legal notices.
- 1.7.8.6** The oversight of arrangements for storing Trust documents in a secure and retrievable manner for such periods as are prescribed in these Bye Laws from the date of their adoption.

2. TRUSTEES' POWERS

2.1 Delegation of Powers

- 2.1.1** Trustees shall delegate their powers in accordance with the provisions of the Articles and shall approve a Scheme of Delegation in this regard. In particular, no decision between meetings shall be taken in relation to the exercise of a Trustees' duty (i.e. what Trustees are *obliged* to do at a meeting of Trustees, and which therefore cannot be delegated), but only in relation to the exercise of a power (i.e. what they are *permitted* to do, and therefore can delegate). Hence any power delegated to a committee, the Principal or to the College management generally may be exercised by the party to which it has been delegated.
- 2.1.2** Contracts shall be authorised and approved in accordance with the provisions of the Financial Regulations.
- 2.1.3 Chair's Action**
- 2.1.3.1** Any power which is delegable in terms of 2.1.1 above, but which has not been delegated (or which, if delegated, has not been exercised for whatever reason), may be exercised on behalf of Trustees by the Chair of Trustees and is hereinafter called Chair's Action. Examples of significant Chair's Action include actions taken in relation to the capability or discipline of staff appointed by Trustees, financial impropriety, a threat to College solvency or the security of the Trust's assets, the risk of serious reputational damage to the College or the Trust, and legal action (either by or against the Trust). The foregoing list is not exhaustive. However, there shall be a presumption in favour of convening an extraordinary Trustees' meeting for considering such business (if necessary, with less than seven clear days' notice) unless holding a meeting is not considered to be reasonably practicable or proportionate to the matter concerned.
- 2.1.3.2** Chair's Action shall be reported in writing to the independent and other Trustees not having an interest in, nor being otherwise validly excluded from, the business within forty-eight hours of it being taken. The report shall give sufficient detail of the action for members to form an understanding of the business such that they are able to determine whether or not to require the Governance Professional to convene an extraordinary Trustees' meeting.
- 2.1.3.3** Either at a specially convened meeting of Trustees, or at the next ordinary meeting, the action taken by the Chair of Trustees under Chair's Action shall be formally reported. If a majority of Trustees counting towards the quorum perceive a likelihood of a continuation of Chair's Action in relation to the business, they may determine the scope and limitations to be placed on such action and how and to whom it shall be reported, except that no restriction shall be placed having the effect of excluding any Trustee other than an interested Trustee, or a Trustee otherwise validly excluded from considering the business, from receiving such reports.
- 2.1.3.4** Decisions between meetings may, at the Chair of the Corporation's discretion, and on the advice of the Governance Professional, be determined by circulated written resolution (including email) where the matter is urgent and convening a meeting would be impracticable or disproportionate, and such decisions shall be decided in accordance with the provisions set out in the Articles.

2.1.3.5 No decisions on matters delegated to a committee may be taken by members of that committee between meetings, but shall *mutatis mutandis* be taken by the Committee Chair in accordance with the procedure set out in paragraphs 2.1.3.1 to 2.1.3.3 above, in which event the persons to whom s/he shall report are the members of the Committee not having an interest in, nor being validly excluded from, the business.

2.2 Exercise of Trustees' Powers in Specific Contexts

2.2.1 Appointment of Members of Staff and the Governance Professional

2.2.1.1 Trustees must appoint the Principal and the Governance Professional. They may also at their absolute discretion directly appoint other senior members of staff. The provisions set out in paragraphs 2.2.1.2. to 2.2.1.5 below shall be observed concerning such appointments.

2.2.1.2 For appointment to the post of Principal, a panel of at least three Trustees (hereinafter 'the Panel') shall be appointed by Trustees at a quorate meeting, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Trustees one of the interviewed applicants to the post. The Panel shall consist of the Chair of Trustees, the Vice-Chair of Trustees and at least one other Trustee (who shall be neither an *ex officio* nor a co-opted appointee).

If the Vice-Chair of Trustees is acting as Chair, the panel shall consist of the Vice-Chair and at least two other Trustees, neither of whom shall be an *ex officio* nor a co-opted appointee.

If the Vice-Chair of Trustees is unavailable, or conflicted, the panel shall consist of the Chair of Trustees and at least two other Trustees, neither of whom shall be an *ex officio* nor a co-opted appointee.

If both the Chair of Trustees and Vice-Chair of Trustees are unavailable, or conflicted, the other Trustees who are neither *ex officio* nor co-opted appointees shall in a quorate meeting select at least three of their number to form the selection panel.

2.2.1.3 For appointment to the post of Governance Professional, a panel of at least three Trustees who are neither *ex officio* nor co-opted appointees shall be appointed by Trustees who are neither *ex officio* nor co-opted appointees at a quorate meeting, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of Trustees one of the interviewed applicants to the office.

2.2.1.4 For the direct appointment by Trustees of any other member of staff, a panel of the Principal and at least two Trustees (one of whom shall be the Chair or Vice-Chair of Trustees) shall be appointed by Trustees who are neither *ex officio* nor co-opted appointees at a quorate meeting, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of Trustees one of the interviewed applicants to the post.

If the Chair of Trustees is unavailable, or conflicted, the panel shall consist of the Vice-Chair of Trustees and at least two other Trustees who are neither *ex officio* nor co-opted appointees.

If both the Chair of Trustees and Vice-Chair of Trustees are unavailable, or conflicted, the Trustees who are neither *ex officio* nor co-opted appointees shall in a quorate meeting select at least two of their number to form, along with the Principal, the selection panel.

- 2.2.1.5** The chairs of panels appointed under the procedures set out in 2.2.1.2 – 2.2.1.4 above shall, via the Governance Professional, provide periodic updates on their work to the Board of Trustees.

2.2.2 *Capability, Discipline, Grievance, Suspension and Dismissal of Members of Staff Directly Appointed by the Corporation, and of the Governance Professional*

Trustees shall make rules concerning the capability, discipline, suspension and dismissal of members of staff directly appointed by them and the Governance Professional, and for dealing with grievances raised by such persons. Such rules shall make provision for all matters, including those attending appeals, arising hereunder to be considered and decided by a committee of Trustees who are neither *ex officio* nor co-opted appointees specially selected for the purpose. Where an appeal is to be considered, this provision shall be construed as requiring the appointment of an appeal committee of such Trustees who shall have no previous involvement in the matter to be decided.

2.2.3 *Scope of and Limitations on Appeals to Trustees by Staff (other than Staff Appointed Directly by Trustees, and the Governance Professional), and Students*

- 2.2.3.1** Trustees shall delegate to the Principal the approval of rules setting out appropriate grievance, suspension, capability, disciplinary and dismissal procedures applying to members of staff (other than those directly appointed by Trustees, and the Governance Professional). Such persons shall not have the right of appeal to Trustees in relation to any grievance suspension capability disciplinary or dismissal procedure other than to appeal a decision made (apart from an appeal decision), or a sanction imposed, by the Principal.

- 2.2.3.2** Students of the College, or persons acting on their behalf (including but not limited to parents, legally-appointed guardians and carers), shall not ordinarily have the right of appeal to Trustees in relation to any disciplinary grievance suspension or exclusion procedure, but such appeals shall be heard by senior College staff with no previous involvement in the matter to be decided and the hearings shall form the final stage of the relevant procedure. Nor shall actual or prospective students of the College, or persons acting on their behalf, ordinarily have the right of appeal to Trustees in relation to a complaint concerning an alleged breach of duty towards the student or prospective student, including but not limited to admission teaching tutoring guidance and support, but such appeals shall be heard or otherwise dealt with by senior College staff with no previous involvement in the matter to be decided and the hearings or other processes shall form the final stage of the relevant procedure.

2.2.3.3 The Principal shall inform Trustees of any matter dealt with under paragraphs 2.2.3.1 or 2.2.3.2 above which, in the opinion of a reasonable person, is of sufficient seriousness as to have a potential and adverse impact on the solvency and/or reputation of the College.

2.2.4 *Statements on Behalf of Trustees*

2.2.4.1 Statements, whether oral or in writing, concerning the Trust shall only be made by, or on the express authority of, the Trustees or the Chair of Trustees (acting under Chair's Action), except that the Governance Professional may issue statements concerning the statutory duties of the office and/or the legal validity of Trust business transacted.

2.2.4.2 Trustees may otherwise authorise in advance one of their number to make a statement on a particular issue, in which event the scope and limitations of the authorisation shall be recorded in the minutes of the meeting and shall be observed by the Trustee concerned.

2.2.4.3 Nothing in this section shall be construed as preventing a Trustee from responding to enquiries legitimately made by a duly-appointed auditor, a person appointed by or on behalf of the Secretary of State to conduct an inspection of, or enquiry concerning, the College or the Board of Trustees, an officer of the court or a police officer acting in the course of her/his duty.

2.2.5 *The Seal*

2.2.5.1 The affixing of the Seal shall be carried out by a competent College officer in the presence of two Trustees who are not co-opted appointees. Wherever possible, the two Trustees shall be the Chair of Trustees and the Principal (if a Trustee), or the Chair of Trustees and one other eligible Trustee (if the Principal is not a Trustee).

2.2.5.2 A register shall be kept recording the use of the Seal, indicating the date and the nature of the contract signed, and the register shall be signed at the time of applying the Seal by the Trustees present at the sealing.

2.2.5.3 A report shall be made to Trustees of each instance of the Seal's use.

2.2.5.4 The Seal and its register of use shall be stored in a secure, fireproof location on the College site.

3. TRUSTEES

3.1 Appointment of Trustees

3.1.1 Trustees shall be appointed in accordance with the provisions of the Articles.

3.1.2 *The Principal*

A Principal exercising her/his option to be an *ex officio* Trustee shall be formally appointed for the period of tenure of the office, but shall have the option exercisable at any time of resigning as a Trustee.

3.2 Trustees' Interests

3.2.1 Trustees shall neither take nor hold any interest in any property held, or used for, the purpose of the College.

3.2.2 On appointment and on each 1 September thereafter, or at such other times as the Chair of Trustees may require, Trustees and other persons noted in 3.2.16 below shall complete and sign a declaration of interests on their own behalf and that of any connected persons (as defined in English law), which shall disclose all relevant interests (financial and non-financial) and in particular shall state the nature and extent of any financial interest, actual or expected, in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College.

The Chair of Trustees may at any time require an individual Trustee or Trustees to complete and sign a declaration of interests in the terms set out in this paragraph without imposing a similar requirement on any other or all Trustees.

3.2.3 For the purpose of this section, ***relevant interest*** means any interest which might reasonably be held to give rise to a potential conflict of interest with the person's role as a Trustee or, if undeclared, give rise to the reasonable suspicion on the part of any person that the member may not be acting solely in the Trust's best interests.

3.2.4 For the purpose of this section, ***financial interest*** is defined as any form of remuneration, enhancement of salary, share allotment, performance-related benefit or any other income or reward (whether in cash or in kind) received or to be received (either actually or potentially) which may profit an individual Trustee or that individual Trustee's spouse/partner, parent, child/stepchild, sibling, spouse's/partner's parent, sibling's partner or child, partner's child, child's or stepchild's spouse/partner, partner of a partner's child or the business partner (whether or not formally established as a partnership) of any of the foregoing, or any other person who might reasonably be regarded as a connected person.

3.2.5 For the purpose of this section, ***non-financial interest*** means any interest not specified in the definition in 3.2.4 above, including but not limited to any form of enhancement of status reputation or influence of a Trustee or a connected person (as also described in 3.2.4 above) in any context other than that of the Board of Trustees, the College or any subsidiary undertaking of the Trust or College. For the avoidance of

doubt, an interest the exercise of which might profit or otherwise be to the financial advantage of an organisation in which the Trustee (or connected person thereof) has an interest but from which the Trustee (or connected person thereof) does not derive a personal financial advantage (as described in 3.2.4 above) shall be regarded as a *non-financial* interest.

- 3.2.6** Trustees shall be responsible for determining whether declarations on behalf of connected persons need to be made and shall be bound to consult the Governance Professional if in doubt, but neither the Governance Professional nor any other person shall be obliged to make enquiries in this regard.
- 3.2.7** Trustees shall make reasonable enquiries of connected persons to determine the nature and extent of any financial and/or non-financial interests to be declared, and neither the Governance Professional nor any other person shall be obliged to make enquiries in this regard.
- 3.2.8** Failure to complete a declaration of interests, including that of a connected person in circumstances where a declaration is required, shall result in the suspension of a person from the Board of Trustees and her/his removal from office (whatever her/his category of membership) if the omission is not promptly remedied following notice from the Governance Professional.
- 3.2.9** The submission by a Trustee of a false or incomplete declaration of interests (including a false or incomplete declaration on behalf of a connected person as defined in 3.2.4 above) shall be grounds for her/his removal from the Board of Trustees (whatever her/his category of membership). If, as a result of lodging a false or incomplete declaration of interests, a Trustee or a connected person has, or is reasonably thought to have, profited thereby, the circumstances shall be reported immediately to the Secretary of State (howsoever the office may be called), or her/his nominee, by the Governance Professional, even if restitution has been made.

For the avoidance of doubt, *incomplete declaration of interests* is defined as failure to lodge a declaration (including that of a connected person in circumstances where a declaration is required) or failure to complete all of its prescribed sections, or to disclose the full extent of a relevant interest in relation to any of its sections.

- 3.2.10** A Trustee who has declared a financial interest, or a non-financial interest as described in the final sentence of 3.2.5 above, shall withdraw from any meeting (including committee meetings or other meetings, howsoever described) for the discussion of business relating to that interest.
- 3.2.11** A Trustee who has declared a non-financial interest other than that referred to in 3.2.10 above shall, if required by a simple majority of the other members present and voting, withdraw from any meeting (including committee meetings or other meetings, howsoever described) for the discussion of business relating to their interest, but in the absence of a direction to withdraw shall be entitled to be counted towards the quorum, speak in the discussion and participate in the decision.

- 3.2.12** The Chair of, or other person presiding at, any meeting (including committee meetings or other meetings, howsoever described), declaring a non-financial interest but not being required to withdraw, shall surrender the Chair or presiding role for transaction of the business to which the interest relates.
- 3.2.13** The Governance Professional declaring a financial or non-financial interest shall, if so directed by Trustees present, withdraw from the meeting for the consideration of business to which her/his interest relates, and the Trustees present shall appoint from among their number a person other than the Principal to take minutes. If the Governance Professional has an interest in business relating to her/his own office s/he shall be treated as set out in section 1.7 above, and the Corporation shall make all necessary arrangements attending such circumstances.
- 3.2.14** Trustees are not prevented from considering and participating in decisions concerning the insurance of Trustees against liabilities incurred by them arising out of their office or the Board of Trustees obtaining such insurance and paying the premium.
- 3.2.15** In addition to Trustees the following persons shall complete and sign a declaration of interests: Members, co-opted committee members, the Principal (if not a Trustee), senior staff who are generally in attendance at Trustees' meetings, directors of subsidiary undertakings (if not themselves Members or Trustees), the Governance Professional (including a temporary Governance Professional), the Deputy Governance Professional (if appointed).
- 3.2.16** Persons, who are not themselves Trustees, attending a meeting of Trustees or any committee thereof and who have been required to complete a declaration of interests, shall, in the event that business is transacted to which an interest relates, be treated *mutatis mutandis* in accordance with the provisions applying to Trustees.
- 3.2.17** In addition to the requirement for periodic written declarations of interest, there shall be a standing agenda at each meeting (including committee meetings or other meetings, howsoever described, and whether or not the agenda is in written form) for declaring interests relevant to the business being transacted, and the incidence of any such declarations shall be set down in the record of the meeting. Failure to declare an interest in accordance with the provisions of this paragraph, or the provision of a false or incomplete declaration, shall be treated *mutatis mutandis* in accordance with the respective provisions of 3.2.8 and 3.2.9 above.
- 3.2.18** The *Code of Conduct for Trustees* also gives guidance on members' interests (see paragraph 9 – Conflicts of Interest), and a copy of the Code shall be made available to each Trustee, though not to other persons, from whom a declaration of interests is required. The adoption by Trustees of the *Code of Conduct for Trustees* shall bind each Trustee, including future Trustees, to observe its terms, and the signatures of individual Trustees shall not be required to establish this fact.

Notwithstanding this provision, the Chair of Trustees may in her/his absolute discretion require the signature of an individual Trustee in relation to the adoption of the *Code of Conduct for Trustees* without imposing a similar requirement on any other or all Trustees.

3.3 Removal, Termination and Resignation of Trustees

3.3.1 *Removal from Office*

3.3.1.1 Subject to exclusions set out hereunder, a Trustee may only be removed from office, as distinct from resigning the office or the office reaching its term, by resolution of Trustees, on which the person named therein shall be disqualified from voting.

3.3.1.2 A Trustee may only be removed from office on grounds set out in the Articles.

3.3.2 *Termination of Office*

3.3.2.1 Trusteeship shall terminate on the date prescribed in the resolution appointing the person as a Trustee.

3.3.2.2 Trusteeship shall otherwise be terminated without the passing of a resolution by Trustees on the occurrence of any of the following events: death, criminal conviction resulting in a custodial sentence, detention under the provisions of the Mental Health Act (or any additional or successor legislation having the same effect) in a secure unit, incapacity as attested by a letter bearing the Trustee's own signature or that of any person appointed by law to act on the Trustee's behalf, and the Trustee's resignation shall take effect as prescribed in section 3.3.3 below.

3.3.2.3 Other than in the instance of death or expiry of office, the Governance Professional shall give notice in writing on behalf of the Trust to the Trustee at her/his last notified address or, as appropriate, to the person appointed to manage her/his affairs, to record the termination of office.

3.3.3 *Resignation from Office*

3.3.3.1 A Trustee may resign her/his office at any time by giving notice in writing to the Governance Professional, and resignation shall become effective on receipt and acknowledgement of such notice by the Governance Professional.

3.3.3.2 A Trustee may give notice in writing to the Governance Professional of an intention to resign her/his office on a specified future date, and the Trustee's termination shall become effective on the said date. A Trustee may only withdraw such notice if permitted by the Board of Trustees, or by the Chair of Trustees where referring the matter to the the Board of Trustees is not reasonably practicable.

3.4 Payments to Trustees

3.4.1 Trustees shall not be remunerated for their services.

3.4.2 Trustees shall be entitled to claim and receive reimbursement for travel, subsistence and other necessary out-of-pocket expenses in relation to their duties as Trustees, though they will not ordinarily be entitled to claim expenses for attending meetings at, or otherwise visiting, the College. Expenses shall be claimed using the form applicable to members of College staff, which shall be signed by the Trustee making

the claim, countersigned by the Chair of Trustees and conveyed to the Governance Professional, or a person nominated by her/him.

- 3.4.3** Travel and subsistence rates applicable to members of the College staff, a copy of which is to be made available to Trustees on request, shall be used to determine the amounts payable.

3.5 Gifts and Hospitality Received by Members

- 3.5.1** Trustees receiving a gift or hospitality valued at £25 or more shall report each instance to the Governance Professional within ten working days of its receipt.

- 3.5.2** Trustees receiving gifts or hospitality amounting in value to £100 or more in the course of a calendar year (calculated from any date) shall report the fact to the Governance Professional within ten working days of the expiry of the calendar year (calculated as above) even if no single instance has equalled or exceeded £25.

- 3.5.3.** Trustees shall *not* be required to report hospitality received from a third party in the course of representing the College or the Board of Trustees (e.g. at meetings or conferences of the Sixth Form Colleges' Association or similar).

- 3.5.4** Trustees are required to be vigilant in ensuring that they do not place themselves under obligations to any third party, whether an individual or an organisation, by accepting gifts or hospitality, or place the solvency or reputation of the Trust or College at risk thereby.

4. THE ELECTION OF TRUST OFFICERS

- 4.1** The offices of Chair and Vice-Chair of Trustees shall be determined by election by all Trustees.
- 4.2** No person shall seek election to, or hold more than one of, the above offices simultaneously.
- 4.3** The Vice-Chair of Trustees shall ordinarily deputise for the Chair of the Trustees in the latter's absence or conflict of interests.
- 4.4** The period of office shall be one year, from 1 September, or for the unelapsed period in the event of a casual vacancy.

4.5 Election of Chair of Trustees

- 4.5.1** At the beginning of each Summer Term, or at such other times as may be required owing to a casual vacancy, the Governance Professional shall give notice of an election to the office of Chair of Trustees, including a prescribed form on which nominations are to be made and notice of the closing date by which the signed form is to be received by the Governance Professional for nominations to be valid (i.e. the closing date for nominations).
- 4.5.2** Trustees who are neither *ex officio* nor co-opted appointees holding office at the time of the election, and prospective office for the period of the appointment, are eligible for election to the office of Chair of Trustees.
- 4.5.3** Trustees may, by completing signing and delivering the prescribed form to the Governance Professional on or before the closing date for nominations, propose a Trustee who is neither an *ex officio* nor a co-opted Trustee satisfying the conditions set out in 4.5.2 above for election as Chair of Trustees, having made enquiry and received assurances that the person is willing to be nominated, and persons who are thereby proposed shall be eligible to stand for the said office.
- 4.5.4** Trustees may not propose themselves for election to the office.
- 4.5.5** If only one eligible candidate is validly nominated by the closing date for nominations, the Governance Professional shall conduct a poll over a period notified to all Trustees in which they shall be eligible to vote in which the nominee shall be the sole candidate. The election shall be conducted using means determined by the Governance Professional.
- If the candidate obtains a simple majority of all Trustees, *and* a simple majority of Trustees who are neither *ex officio* nor co-opted Trustees, that person shall be elected.
- If the above thresholds are not attained, a further election shall be held.
- 4.5.6** If two eligible candidates are validly nominated by the closing date for nominations, the Governance Professional shall conduct a poll over a period notified to all Trustees in which they shall be eligible to vote. The election shall be conducted using means determined by the Governance Professional.
- The candidate obtaining a simple majority of all Trustees, *and* a simple majority of Trustees who are neither *ex officio* nor co-opted Trustees, shall be elected.

If neither candidate attains both of the above thresholds, a further election shall be held.

If there is an equality of votes, the outcome shall be decided by the witnessed drawing of lots by the Governance Professional in any reasonable manner which s/he proposes.

4.5.7

If more than two eligible candidates are validly nominated by the closing date for nominations, the Governance Professional shall conduct a poll over a period notified to all Trustees in which they shall be eligible to vote. The election shall be conducted using means determined by the Governance Professional.

The candidate obtaining a simple majority of all Trustees, *and* a simple majority of Trustees who are neither *ex officio* nor co-opted Trustees, is elected.

If no candidate attains both of the above thresholds, a further poll will be held in which the two candidates with the largest number of votes will take part, the outcome of which will be decided by simple majority. Should either of the two remaining candidates withdraw from the election, the further poll shall be held in accordance with the provisions of paragraph 4.5.5 above.

If no candidate gains a majority in the further poll, its outcome shall be decided by the witnessed drawing of lots by the Governance Professional in any reasonable manner which s/he proposes.

If it is impossible to distinguish the two candidates with the largest number of votes owing to an equality of votes, the candidates proceeding to the further poll will be decided by the drawing of lots by the Governance Professional in any reasonable manner which s/he proposes.

4.5.8

In advance of a poll, the Governance Professional shall supply to each elector the name(s) of the candidate(s), the date(s) of her/his/their appointment(s) and prospective termination(s) as a Trustee(s), the office(s) - and period(s) thereof - s/he/they has/have held within the Trust, and her/his/their attendance record for the current and preceding two years (or for his/her/their entire membership if less than two years).

4.5.9

Candidates shall be free to send written communications and materials to electors, including by electronic means, but shall provide advance copies of such communications and materials (whether sent to a single elector or a plurality of electors) to the Governance Professional.

No election communication or material shall be defamatory, and the decision of the Governance Professional as to what constitutes defamation shall be binding and material deemed by her/him to be defamatory shall not be disseminated.

If an election communication or material deemed by the Governance Professional to be defamatory is nonetheless disseminated in breach of the Governance Professional's instruction, the candidate (and/or other person or persons acting on behalf of the candidate, whether or not appointed by the candidate) shall make such remedy as the Governance Professional may direct.

A person alleging defamation may take action in law against the person(s) deemed responsible for publishing the material. The Trust shall not be liable for any material which may be published without the knowledge of the Governance Professional, or which is published or continues to be published in breach of a direction by the Governance Professional.

- 4.5.10** The count shall be conducted at the conclusion of the poll, and the Governance Professional shall publish the result to all Trustees, and retain the electronic record of the poll until the end of the academic year following that in which it is conducted (manual records, if generated, shall be retained similarly).
- 4.6** The Vice-Chair of Trustees shall *mutatis mutandis* be elected in accordance with the procedure set out under 4.5 above.
- 4.7** If a candidate has reason to complain about the conduct of the election, or that of the Governance Professional in relation to the election, s/he shall provide those reasons to the Chair of the Audit, Finance & Risk Committee within five working days of the publication of the result as a condition of them being investigated. The Chair of the Audit, Finance & Risk Committee shall conduct the investigation using such means as s/he shall decide, whilst having regard to the rights of the parties involved.
- 4.8** If no nominations are received for the office of Chair of Trustees, they shall be sought and, if necessary, voted on by Trustees present at the next meeting of the Board of Trustees following the closing date for nominations. If no valid nominations are received at the meeting, the Governance Professional shall ask the Secretary of State to make an appointment.
- 4.9** If no nominations are received for the office of Vice-Chair of Trustees, they shall be sought and, if necessary, voted on by members present at the next meeting of the Board of Trustees following the closing date for nominations. If no valid nominations are received, the office(s) shall remain vacant pending a future election.

5. MEETINGS

- 5.1** Trustees shall meet at least once during each term and at such other times as they may determine.
- 5.2 Procedure at Trustee Meetings**
- 5.2.1** A resolution once passed, whether or not formally proposed as a resolution, may not be rescinded nor varied unless its reconsideration appears as a separate agenda item notified for a subsequent meeting.
- 5.2.2** A Trustee may request the inclusion of specified business on the agenda by informing the Governance Professional to this effect at least fifteen working days prior to the date of the meeting, and the Governance Professional shall bring the request to the attention of the Chair of Trustees prior to the determination of the agenda.
- 5.2.3** Meetings shall be summoned by the Governance Professional who shall send written notice to Trustees comprising an agenda showing the date, time and venue of the meeting and the business to be transacted together with supporting papers at least seven clear days ahead of the date of the meeting. However, a meeting shall not be invalidated by the accidental failure to send or receive such notice, nor shall it be invalidated if despite the best efforts of, or on behalf of, the Governance Professional notice, or any attendant paper, is sent or received with less than the prescribed notice.
- 5.2.4** A special meeting may be called at any time by the Chair of Trustees, or at the request in writing sent to the Governance Professional signed by any three Trustees, and may be called with less than seven clear days' notice, if the Chair of Trustees so directs, on the ground that there are matters requiring urgent consideration.
- 5.2.5** All business shall be ordinary business except that which is declared to be reserved, the criteria and procedures for which are set out in Section 5.7 below.
- 5.2.6** The appointment, remuneration, conditions of service, promotion, capability, conduct, suspension, dismissal or retirement of the Principal, the Governance Professional, or staff directly appointed by the Trustees, shall always be taken as reserved business. The Principal and the Governance Professional shall withdraw from business relating to their own and each other's post. Staff present shall withdraw from business relating to their own post or any post equivalent or senior to their own, or that of the Governance Professional (or in respect of any post in which they have, in the opinion of a majority of members present, a conflict of interests).
- 5.2.7** Co-opted Trustees are entitled to take part in discussion and decisions relating to the pay and conditions of staff, or a class thereof, provided that they act in the interests of the Trust, but shall withdraw if so determined by a majority of Trustees present and voting (who are neither *ex officio* nor co-opted) from consideration of matters concerned with continuing or prospective negotiations about terms and conditions of employment if they also act, or are reasonably thought to act, as staff representatives in such negotiations, whether as recognised trade union officers or otherwise.

5.3 Procedure at Committee Meetings

- 5.3.1** Committees shall meet as frequently as they may resolve or Trustees direct. Committees shall regulate the start times of their meetings in their absolute discretion. They shall also regulate whether their meetings are held virtually or in person.
- 5.3.2** Committees shall appoint their Vice-Chairs from among the Trustees appointed to the Committee who are neither *ex officio* nor co-opted.
- 5.3.3** Procedure at committee meetings shall *mutatis mutandis* be as prescribed for Corporation meetings, except that the period of notice of meetings shall be four clear days.

5.4 Schedule of Meetings

So far as is reasonably practicable, the Governance Professional shall publish a proposed schedule of Trustee meetings for the academic year for consideration and, if thought fit, approval at a Trustees' meeting held within the first two terms of the preceding financial year.

5.5 Quorum

- 5.5.1** The quorum for Trustees' meetings shall be one third of Trustees at any time (rounded up to the nearest whole number), consisting solely of Trustees not declaring an interest in the business to be transacted. Trustees who have been given formal leave of absence from the Board of Trustees shall not be counted when calculating the quorum. Also, Trustees not counting towards the quorum for particular business (i.e. owing to a conflict of interests, or because they are excluded as provided for in the Articles or these Bye Laws, or for other good and sufficient reason) shall not be counted when calculating the quorum. Quorums for committees shall be prescribed in their terms of reference.
- 5.5.2** If the quorum for a meeting has not been obtained within thirty minutes of its scheduled commencement (unless all persons present who would count towards the quorum agree to a longer period), the meeting shall not be held but shall be reconvened with reasonable notice on another date.
- 5.5.3** If a meeting becomes inquorate, it shall end immediately, but business transacted before it became inquorate shall be deemed to have been validly transacted. If a meeting becomes inquorate owing to a person or persons declaring an interest in the business to be transacted, that business shall not be transacted and shall be held over to a later quorate meeting, but subsequent business for which a quorum is obtained may be transacted.
- 5.5.4** Trustees present at a meeting which is, or which becomes, inquorate may at their option discuss matters which do not require to be formally noted or decided upon, but no record shall be taken by the Governance Professional (or any person acting as Governance Professional) nor by any other person and the discussion shall not constitute valid business, and it shall not be permitted for notes of such discussions, whether or not in writing, to be considered and ratified as valid business at a subsequent quorate meeting but such business shall always be taken *ab initio*.

5.6 Voting

5.6.1 Votes shall be held when requested by any Trustee present or at the direction of the Chair of Trustees, and shall be decided by a simple majority of votes cast by Trustees present and counting towards the quorum.

5.6.2 If there is an equality of votes, the Chair of Trustees shall have a casting vote, in addition to a deliberative vote, which may be cast at her/his absolute discretion.

5.6.3 Business to be decided by a vote shall be put in the form of a resolution permitting a Yes or No response.

5.6.4 Voting shall be by show of hands, but a poll shall be held if demanded by any Trustee present or the Chair of Trustees so directs, which shall be held under arrangements prescribed in the Articles. Votes, whether by show of hands or a poll, shall be counted by the Governance Professional or another person appointed by her/him for the purpose.

The Chair of Trustees shall, where relevant, declare how her/his casting vote has been used.

5.6.5 A Trustee shall not vote in accordance with a mandate, whether or not formally expressed, given to her/him by any other body or person, but shall at all times vote in what the member perceives to be the best interests of the Trust.

5.6.6 Trustees dissenting from a majority decision shall at their request have their vote recorded in the minutes of the meeting, though this does not relieve them of a duty to support the Trustees' decision for so long as they remain Trustees and, in relation to reserved business, maintain any terms of confidentiality imposed concerning the vote whilst they continue to remain Trustees, or after they have vacated the Board of Trustees or been removed.

5.6.9 There shall be no voting in committees. Where consensus is not obtained, the matter shall be referred to the Board of Trustees for decision.

5.7 Reserved Business

5.7.1 There shall be a presumption in favour of business being openly conducted, but where it is deemed to be confidential such business shall be classified as reserved and persons excluded from considering and/or voting on it, or observing the consideration and the vote, shall not be entitled to receive inspect or copy the minutes relating to it.

5.7.2 Business shall not be taken as reserved business without prior consultation with the Governance Professional who shall advise on its eligibility in this regard.

5.7.3 ***Reserved business shall include:***

5.7.3.1 Personal information relating to an individual (whether a member of staff, a candidate for appointment as a member of staff, a student, a student applicant, a Trustee, a candidate for appointment as a Trustee, the Governance Professional, a candidate for appointment as the Governance Professional, or other) identified by name status or office held (or sought),

except that information relating to the relevant interests of Trustees (and others) shall *not* be confidential.

- 5.7.3.2** Information provided in confidence by a third party who has not authorised its disclosure.
- 5.7.3.3** Financial or other information relating to contracts and attendant negotiations (including those relating to procurement decisions), whilst disclosure, in the reasonable opinion of Trustees, could expose the College to risks or loss.
- 5.7.3.4** Information relating to the negotiating position of the College (or of those conducting negotiations on its behalf) in matters relating to the terms and conditions of employment of staff, or its negotiating position in matters which are commercially sensitive.
- 5.7.3.5** Information relating to any matter which is or may be subject to legal process, whether or not entered as an action in court, including but not limited to advice received from, or instructions given to, the College's or Trust's legal advisers or independent legal advice received by the Governance Professional and reported to Trustees.
- 5.7.3.6** Suspension, capability, disciplinary and grievance proceedings (including appeals), the proceedings of any committee convened for these purposes, and the consideration by Trustees of the reports of such proceedings.
- 5.7.3.7** Information planned for publication in advance of the date of publication.
- 5.7.3.8** *Exceptionally*, information which by reason of its nature the Corporation or its committees are satisfied in good faith and on reasonable grounds shall be dealt with on a confidential basis.
- 5.7.4** Minutes of reserved business which do not contain information as defined in 5.7.3 above shall be released for public inspection if and when the conditions requiring their restriction have lapsed by publication in the minutes of the Trustees' meeting at which the decision to release them is taken. To give effect to this provision, the Trust shall at its final meeting in each academic year consider for release into the public domain the minutes of reserved business, other than that excluded by this paragraph, transacted in the preceding twelve months and previously.

5.8 Minutes

- 5.8.1** Minutes shall be *prima facie* evidence of the proceedings to which they relate.
- 5.8.2** At each ordinary meeting of Trustees approval of the minutes of the previous meeting shall be included as an agendum. The same requirement shall apply to committee and other meetings.
- 5.8.3** There is a presumption of openness in that minutes, except those relating to reserved business (as set out in Section 5.7 above), are available for public inspection as soon as they are approved for circulation by the chair of the meeting to which they relate.

5.8.4 Draft minutes, where taken, shall record proceedings from which the Principal, the Governance Professional, or other persons declaring an interest have withdrawn or, in accordance with the provisions of these Bye Laws, been excluded, and such persons shall not be entitled to receive the minutes of such proceedings nor papers relating to them.

5.8.5 Draft minutes, where taken, shall ordinarily be made available to the relevant Chair or alternate for approval within ten working days of the date of the meeting to which they relate, and the Chair (or alternate) shall either grant approval for circulation or specify required amendments within five working days of receiving them.

It may be necessary to accelerate these time limits in the interest of reporting committee minutes to Trustees.

5.8.6 After receiving approval for circulation by the chair of the meeting, minutes shall be sent to all persons entitled to receive agendas and papers in connection with the proceedings.

5.9 Agendas and Papers

5.9.1 Agendas for Trustees' meetings shall be determined jointly by the Chair of Trustees and the Governance Professional in consultation as necessary with the Principal (or by reference to the special provisions expressed in 5.2.2 above). Those for committee meetings shall be determined jointly by the Chair of the Committee and the Governance Professional in consultation as necessary with the member or members of College staff (if any) responsible for the related College activity or activities.

5.9.2 Papers shall be circulated with agendas to those entitled to receive them.

5.9.3 *Exceptionally*, papers may be tabled at meetings, but only with the prior consent of the relevant Chair (or alternate) and on the sole ground that the nature of the business in question requires urgent consideration and/or decision.

5.10 Observers

5.10.1 Members of the College Strategy Team (including any person acting in those roles), may be invited to attend Trustees' meetings and appropriate committees and to receive papers considered at such meetings other than those relating to business from which they are to be excluded. They may only participate in discussion at the invitation of the chair of the meeting, and may be required to withdraw by the chair of the meeting at her/his absolute discretion without a reason being given.

5.10.2 Other persons may be invited to attend Trustees' meetings or appropriate committees by the chair of the meeting. Such persons may only participate in discussion at the invitation of the chair of the meeting, and may be required to withdraw by the chair of the meeting at her/his absolute discretion without a reason being given.

5.10.3 For the avoidance of doubt, except by specific invitation from the Chair of Trustees (or on her/his behalf the Chair of the relevant Committee), persons who are not Trustees are not admitted to meetings of Trustees or committees (howsoever described).

5.11 Electronic Retention of Documents

5.11.1 Meeting agendas, papers and minutes, including minutes and papers of reserved business (hereinafter "documents"), shall be grouped by type of meeting and sub-grouped by specific meeting (referred to by the nature of the body convened and the date on which the meeting was held) for retention.

5.11.2 Documents shall be held *sine die* and, in the case of Board of Trustees minutes, for a period of not less than fifty years, and of Committee minutes, not less than ten years.

In the event that the Trust is wound up, arrangements shall be made to preserve documents for the stipulated periods.

5.11.3 An annual review of the electronic format of stored documents shall be conducted to ensure that they remain accessible by electronic means. Where as a result of this review documents are written to new media, the old media shall be physically destroyed.

This provision shall also be observed in the event that the Trust is wound up.

6. PROFESSIONAL ADVICE

- 6.1** Trustees shall, as necessary, access suitably qualified professional advice in the exercise of their powers and duties.
- 6.2** Trustees shall appoint a suitably qualified internal audit service to carry out such reviews as they may direct.
- 6.3** Trustees shall appoint a suitably qualified financial statements auditor.
- 6.4** Trustees may appoint suitably qualified professional advisers, including legal advisers, in relation to any matter for which the Trust is responsible.
- 6.5** The Chair of Trustees shall be entitled to take legal advice on behalf of the Trust.
- 6.6** Subject to the provisions of 6.5.3 and 8.8 below, other Trustees shall *not* ordinarily be permitted to take legal advice on behalf of the Trust unless expressly authorised to do so in advance by Trustees, or by the Chair of Trustees acting under Chair's Action.
- 6.7** Notwithstanding paragraph 6.6 above, other Trustees shall have the right to take legal advice from the Trust's appointed advisers (if appointed) or, subject to compliance with the procedure set out below, from another source on any matter(s) concerning the exercise of their powers and responsibilities as Trustees. Such matters may include advice on their legal, accounting and regulatory duties, but shall exclude advice on their personal interests in relation to the Trust or, where relevant, their own employed post within the College.

A Trustee intending to seek advice under the provisions of this paragraph shall give prior written notice to the Governance Professional, which notice shall contain a summary of the issues on which advice is sought and, if it is to be sought from a source other than the Trust's appointed legal advisers, the name(s) of the adviser(s) whom the Trustee proposes to instruct together with a short explanation of the reason(s) why consultation with the Trust's advisers on the particular issue(s) is considered to be inappropriate, a copy of which notice shall be delivered forthwith by the Governance Professional to the Chair of Trustees.

The Chair of Trustees is authorised to pay or contribute up to £1,000 from College funds towards the costs of independent professional advice obtained under the provisions of this paragraph, provided that the total of all such payments and contributions in any college financial year does not exceed £4,000, and shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice of intention to seek advice and, in any event, within ten working days, after having consulted the Governance Professional in its regard. The Governance Professional shall notify the member in writing whether a contribution to the costs for the professional advice is payable by the College and, if it is not, state brief reasons for the decision to withhold it. The submission of a receipted invoice from the professional adviser shall be required before any payment is made to the Trustee concerned.

Any advice obtained under these provisions shall, on request of the Chair of Trustees, be made available to all Trustees concerned with the business to which it relates or to any equivalent or similar business,

except that where appropriate considerations apply it may be maintained on a confidential basis.

Any advice obtained by the Chair of Trustees under the provisions of paragraph 6.5 shall be similarly made available except that where appropriate considerations apply it may be maintained on a confidential basis.

7. COMPLAINTS AGAINST THE BOARD OF TRUSTEES AND THE GOVERNANCE PROFESSIONAL

7.1 Scope of Bye Laws Relating to Complaints

7.1.1 Trustees shall only consider complaints which relate to the Board of Trustees or individual Trustees in the context of the duties they are required to carry out, the powers they may take, procedures for the proper transaction of business, the competence or conduct of the Governance Professional, and the fitness of individual Trustees to hold public office or their competence or conduct whilst in office.

7.1.2 Except as may be provided in the College Complaints Policy and Procedure, Trustees shall *not* consider complaints concerning the management of the College (other than the competence or conduct of the Principal, or person acting as Principal, or any member of staff directly appointed by Trustees), its academic and other internal processes and procedures, and the competence or conduct of any member or members of staff or any student or students, but shall direct such complaints to the College under provisions set out in the College Complaints Policy and Procedure. If a complaint is received concerning the Governance Professional in the context of a College office which s/he also holds, it shall be dealt with under the provisions of the College Complaints Policy and Procedure, and not under those set out in 7.3 below.

7.2 Procedure: Complaints Against the Trust, or Trustee(s)

7.2.1 Complaints shall be submitted in writing by means of a letter bearing the handwritten signature of the complainant as a condition of their being investigated. An oral complaint which is not supported by a written and signed submission within three months of being received shall not be investigated.

7.2.2 The Governance Professional, unless s/he is the subject of the complaint, shall be informed of the source and substance of the complaint (whether submitted orally or in writing) and shall receive all written material in its regard (and such material shall not be copied or otherwise retained including in an electronic format, by the Trustee or Trustees originally receiving it, nor be made available to any other person or persons).

If the Governance Professional is the subject of the complaint, the Chair of Trustees (and not the Governance Professional) shall be informed and the foregoing restrictions shall apply.

7.2.3 Trustees receiving a complaint shall not discuss it with the complainant. Neither shall they discuss it with the person(s) who is the subject of the complaint nor with another Trustee, nor with any other person. *In particular*, if the Trustee receiving the complaint is/are themselves the subject of the complaint, s/he/they shall not discuss the complaint with the complainant, nor with another Trustee, nor with any other person, but shall follow the procedure set out in 7.2.2 above.

- 7.2.4** If, in the judgement of the Governance Professional, the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to any Trustee nor their connected persons), s/he shall inform the Chair of Trustees to that effect and propose remedial action to the next meeting of Trustees (or to the Chair of Trustees under Chair's Action to the extent permitted under these Bye Laws) and shall advise the complainant of the remedial action proposed or taken.
- 7.2.5** If, in the judgement of the Governance Professional, the matter complained of is *not* of a minor nature, or where the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), s/he shall inform the Chair of Trustees (or the Vice Chair of Trustees, if the Chair of Trustees is the subject of, or otherwise implicated in, the complaint), and they shall jointly determine the course of action to be followed, determine whether or not legal advice shall be taken, and from whom.
- 7.2.6** If, resulting from an investigation, whether or not conducted by the Governance Professional alone or in collaboration with others, it appears that there are matters and circumstances requiring further examination, the Governance Professional shall convene an extraordinary meeting of Trustees (excluding the person(s) who are the subject of or otherwise cited in the complaint) within seven calendar days, or as soon as practicable thereafter, to consider the complaint and authorise its further investigation by a panel of not less than three Trustees who are neither *ex officio* nor co-opted (one of whom shall be appointed as Panel Chair), excluding the persons who are the subject of or otherwise cited in the complaint. The Governance Professional shall advise the Panel and be present at its deliberations. If a quorum of members not having an interest in the business cannot be obtained, the Governance Professional shall inform the Secretary of State of the circumstances and act on her/his directions.
- 7.2.7** If the Panel is satisfied that on the balance of probabilities the complaint is *not* well-founded, the Governance Professional will report in those terms to the complainant and the Panel will take no further action. However, Trustees shall be informed of the facts established by the investigation, and the reasons for the Panel's decision. In these circumstances, only if the complainant provides additional information giving rise to a reasonable presumption that there is something more to examine will the Panel make any further investigation of the complaint.
- 7.2.8** If, in the judgement of the Panel, the complaint is well-founded but the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to any Trustee or their connected persons), the Chair of the Panel shall propose remedial action to the next meeting of Trustees (or to the Chair of Trustees under Chair's Action to the extent permitted under these Bye Laws, provided that the Chair is not the subject of, or otherwise implicated in, the complaint) and shall, through the Governance Professional, advise the complainant of the remedial action proposed or taken.

7.2.9 If, in the judgement of the Panel, the complaint is well-founded and the matter complained of is *not* of a minor nature, or where the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), the Panel shall take appropriate legal advice (including in their absolute discretion advice from a law firm other than that appointed as the College's legal advisers), and act in accordance with the advice received. In such circumstances, the Governance Professional may also take legal advice in the matter.

7.2.10 Trustees will normally be informed about an allegation made against them unless to do so would be prejudicial to its investigation.

7.2.11 Where a complaint, not excluded under the terms of 7.1 above, is originated by a Trustee or Trustees, and is concerned either with the Corporation as a whole or an individual member or members thereof, the procedure set out in 7.2.1 to 7.2.9 above shall *mutatis mutandis* be followed in dealing with it.

7.3 Procedure: Complaints Against the Governance Professional

7.3.1 The Chair of Trustees, if not the addressee, shall be informed immediately in the event that a complaint, whether submitted orally or in writing, against the Governance Professional is received by a Trustee who shall pass to the Chair the original of any written materials relating to the complaint (and shall make no copies thereof nor otherwise retain them including in electronic format, nor make them available to any other person). Trustees receiving the complaint shall not discuss it with the complainant, nor a Trustee other than the Chair nor, where it has been received by a plurality of Trustees, shall they discuss it with each other. Neither shall the Trustee(s) discuss the complaint with the Governance Professional or any other person.

7.3.2 Complaints shall be submitted in writing by means of a letter bearing the handwritten signature of the complainant as a condition of their being investigated. An oral complaint which is not supported by a written submission within three months of being received shall not be investigated, and any records in its regard will be destroyed. Trustees receiving an oral complaint shall inform the complainant to this effect, requesting that the complaint be submitted confidentially in writing by means of a letter bearing the handwritten signature of the complainant to the Chair of Trustees (the envelope to be marked *Strictly Private and Confidential, to be opened by addressee only*) or, if the Chair is unavailable, the Vice-Chair of Trustees, but shall not otherwise enter into any discussions with the complainant.

7.3.3 If the Governance Professional receives a complaint relating to her/his own fitness to hold office, or her/his conduct whilst in office (whether or not addressed to the Chair of Trustees and opened on her/his behalf), s/he shall act in strict accordance with the provisions of paragraph 7.3.1, and in particular shall not enter into any correspondence (either oral or written) with the complainant, whether on behalf of Trustees or otherwise.

7.3.4 If the Governance Professional also holds another College office under a separate contract of employment (other than as a senior member of staff appointed by Trustees), a complaint concerning her/his capability or conduct in that office shall be dealt with under the College Complaints Procedure.

7.3.5 If, in the judgement of the Chair of Trustees, the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to the Governance Professional or her/his connected persons or any Trustees or their connected persons), s/he shall propose remedial action to the next meeting of Trustees (or take Chair's Action to the extent permitted under the Bye Laws) and shall advise the complainant of the remedial action proposed or taken.

7.3.6 If, in the judgement of the Chair of Trustees, the matter complained of is *not* of a minor nature or the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), s/he shall convene a panel of three Trustees who are neither *ex officio* nor co-opted, and appoint its Chair, to conduct an investigation to establish the facts. The Governance Professional shall not advise the Panel in its deliberations (though may be required to give evidence to it), but Trustees shall, whether or not the Governance Professional has been suspended, appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Governance Professional for this purpose.

For the avoidance of doubt by reference to this paragraph, a Deputy Governance Professional, if appointed, shall not advise the Panel.

7.3.7 If, in the Panel's judgement, the complaint is well-founded but the matter complained of is of a minor nature, the Chair or alternate shall act in accordance with paragraph 7.3.5 above.

7.3.8 If, in the Panel's judgement, the complaint is well-founded and the matter complained of is *not* of a minor nature, the Chair of Trustees shall convene an extraordinary meeting of the Corporation within seven calendar days, or as soon as practicable thereafter, to consider the actions or conduct which form the subject of the complaint, and appoint a panel consisting of not less than three Trustees who are neither *ex officio* nor co-opted with no previous involvement in the matter under consideration to determine the facts and, if relevant, propose sanctions to be applied. In these circumstances the Governance Professional shall be suspended from office, and Trustees shall appoint their legal advisers (or other legal firm having equivalent status and experience) to act as Governance Professional for the period of the suspension, and such firm shall exercise all the powers and responsibilities of the Governance Professional as set out in the Articles of Association and paragraph 1.7.2 of these Bye Laws. The Chair of Trustees shall advise the complainant of the action being taken.

For the avoidance of doubt by reference to this paragraph, a Deputy Governance Professional, if appointed, shall not act as Governance Professional.

7.4 Records detailing the nature of complaints dealt with under the provisions of 7.2 and 7.3 above, the Trustees' response, any actions taken and the reasons for those actions will be kept on a confidential basis and retained in accordance with the General Data Protection Regulations which require release of certain data to individuals at their request, though in appropriate circumstances information may be withheld (for example to protect a witness).

8. CONFIDENTIAL REPORTING BY TRUSTEES

- 8.1** Trustees shall approve a policy document setting out the rationale for, and scope of, confidential reporting by Trustees, and shall review the policy at least quadrennially.
- 8.2** Matters being confidentially reported shall first be raised, either orally or in writing, with the Chair of Trustees (or, if s/he is not appropriate for any reason, the Vice-Chair) or, if neither office holder is appropriate, with the Governance Professional.
- 8.3** Although Trustees are not expected to prove beyond reasonable doubt the truth of an allegation, they will need to demonstrate that there are reasonable grounds for the concern. If reasonable grounds cannot be demonstrated, or if person making the disclosure declines to furnish them, Trustees will not be obliged to investigate the concern.
- 8.4** Where reasonable grounds are demonstrated and it is otherwise appropriate, the Chair of Trustees (or alternate) shall decide how the concern is to be investigated, and may take independent legal advice in reaching her/his decision.
- 8.5** The Chair of Trustees (or alternate) shall within ten working days give notice in writing to the Trustee acknowledging receipt of the concern, stating how it will be dealt with, estimating how long it will take to provide a final response, stating whether any initial enquiries have been made, and whether further investigations will be undertaken and, if not, the reason(s) for not doing so.
- 8.6** Subject to legal constraints preventing it, the Trustees will be informed of the outcome of any investigation.
- 8.7** The Chair of Trustees (or alternate) shall, without endangering confidentiality, maintain a record of the concern(s) raised and the outcome(s), and will report as necessary to Trustees.
- 8.8** A Trustee may wish to obtain legal advice from a third party in relation to the concern and/or its confidential reporting. Such advice shall always be obtained on a confidential basis (which basis shall be communicated to, recognised, and accepted by the third party in advance of the consultation). Trustees shall only be liable for the costs thereby incurred if the consent *in advance* of the Governance Professional (or the Chair of Trustees, if the Governance Professional is the subject of the concern) has been sought and obtained. The Governance Professional (or alternate) shall in these circumstances be entitled to make such enquiries on a strictly confidential basis as s/he may see fit in order to decide whether or not legal advice should be obtained, but her/his consent shall not be unreasonably withheld.
- 8.9** Concerns raised anonymously may be considered at the absolute discretion of the Chair of Trustees (or alternate), who shall be bound to consult the Governance Professional (unless the Governance Professional is the subject of the concern) in the exercise of such discretion, and who will take into consideration the seriousness of the issues raised, the credibility of the concern, and the likelihood of confirming the allegation from attributable sources.

8.10 An investigation into allegations of potential malpractice shall not influence or be influenced by any decision relating to a Trustee's continuation in office, present or future membership of any committee of Trustees (howsoever described), or right to be considered fairly for reappointment at the termination of her/his period of office, nor shall a child of a parent Trustee making a disclosure at any time be harassed victimised or otherwise placed at a disadvantage.

8.11 If Trustees make allegations in good faith which are not confirmed by a subsequent investigation, no action will be taken against them, nor will they suffer any detriment as set out in 8.10 above.

If, however, allegations are made frivolously, maliciously or for personal gain, Trustees may render themselves liable to be removed from membership of the Board of Trustees on the grounds that they are unfit to hold public office and, where personal gain has been intended, may render themselves liable to be reported to the Secretary of State (or a nominee thereof).

9. COPIES OF THE BYE LAWS AND APPENDICES

- 9.1** A copy of these Bye Laws and appendices created in their regard shall on their approval be given in electronic format to each Trustee.
- 9.2** A copy of these Bye Laws and appendices created in their regard shall on their approval be supplied in electronic format to any other person requesting them. An electronic copy shall be displayed in the Governance section of the College website.
- 9.3** Whenever Trustees approve a revision to these Bye Laws or appendices, a revised full set of Bye Laws and appendices shall be given in electronic format to each Trustee in accordance with the provisions of paragraph 9.1 above, and displayed in the Governance section of the College website.

10. GENERAL PROVISIONS

- 10.1** Where any provision within these Bye Laws conflicts with a provision of the Articles, the latter shall take precedence.
- 10.2** Where these Bye Laws are silent on any matter expressed in the Articles, the provisions of the latter shall apply.

APPENDIX 1

PERSONS INELIGIBLE FOR APPOINTMENT TO, RE-APPOINTMENT TO, OR CONTINUING MEMBERSHIP OF THE TRUST

No person may be appointed to membership of the Board of Trustees, or continue in membership, if s/he:

- has been adjudged bankrupt or sequestration of her/his estate has been awarded, and in either case s/he has not been discharged, or if s/he is the subject of a bankruptcy restrictions order, or an interim order, or in respect of whom a bankruptcy restrictions undertaking has effect;
- has made a composition or arrangement with or granted a trust deed for her/his creditors (including an individual voluntary arrangement (IVA) and has not been discharged in respect of it);
- has been removed from the office of charity trustee or trustee of a charity by an Order of the Charity Commission under Sections 76(1) and 79 of the Charities Act 2011, or by an Order made by the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which s/he was responsible or to which s/he was privy or which s/he by her/his conduct contributed to or facilitated;
- has been removed, under Section 34 (5) (e) of the Charities and Trustee Investment (Scotland) Act 2005 or the earlier relevant legislation as defined in Section 179 (6) of the Charities Act 2011, from being concerned in the management or control of any body;
- is subject to a disqualification order under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or to an order made under Section 429 (2) of the Insolvency Act 1986 (failure to pay under a County Court administration order);
- has an unspent conviction for an offence involving deception or dishonesty;
- has an unspent conviction for specified terrorism, money laundering or bribery offences;
- has an unspent conviction for contravening a Charity Commission Order or Direction;
- has an unspent conviction for misconduct in public office, perjury or perverting the course of justice;
- has an unspent conviction for attempting, aiding or abetting any of the above four categories of offence;
- has disobeyed a Charity Commission Order;
- has an unspent sanction for contempt of Court;
- is a designated person under specific anti-terrorist legislation;
- is on the sex offenders' register;
- has been convicted at any time and in any jurisdiction of an offence against a minor or a vulnerable adult.