



St Elizabeth's Centre
in the Archdiocese of Westminster
ST ELIZABETH'S COLLEGE

at South End, Much Hadham, Hertfordshire, SG10 6EW

***A Catholic section 41 exempt special post-16 institution
operated by St Elizabeth's Centre***

INSTRUMENT OF GOVERNMENT

1. Interpretation

1.1. In this Instrument, unless the context otherwise requires the following expressions shall have the meanings hereby respectively assigned to them that is to say:

- a) "**Articles**" means the articles of association of the Charity, as amended from time to time;
- b) "**Bishop**" means the person for the time being holding the office of Archbishop of Westminster (and when the office is vacant or impeded the person or persons who are entitled to administer and govern the **Diocese** according to **Canon Law**) and, for the purposes of any action contemplated in this Instrument includes any person or office exercising ordinary jurisdiction in his name;
- c) "**Canon Law**" means the Canon Law of the Catholic Church;
- d) "**Catholic**" means in full communion with the See of Rome;
- e) "**Charity**" means St Elizabeth's Centre, a company limited by guarantee registered number 11087989, registered as a charity number 1176777 and erected as a public juridical person by the Archbishop of Westminster on 14 September 2018;
- f) "**Chief Executive**" means the chief executive officer for the time being of the Charity, which operates the College, who has delegated responsibility from the Trustees for day to day management of St Elizabeth's Centre;
- g) "**College**" means St Elizabeth's College, a Catholic Non-Maintained Special College, founded by the Congregation of the Daughters of the Cross of Liege and since 2018 operated by the Charity in the Diocese of Westminster;
- h) "**Diocese**" means the Roman Catholic Diocese of Westminster;
- i) "**Foundation Governor**" means a person appointed for the purpose of securing that the Catholic character of the College is preserved and developed and, in particular, that the College is conducted in accordance with Canon Law and the Articles;
- j) "**Governing Body**" means the governing body of the College;
- k) "**Instrument**" is a reference to this instrument of government;
- l) "**Special Post-16 Institution**" means has the meaning given to it in section 83 of the Children and Families Act 2014, being a post-16 institution that is specially organised to make special educational provision for learners with special educational needs
- m) "**Written**" or "**In Writing**" refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail; and
- n) Any reference in this Instrument to the "**Trustees**" or "**Board**" is a reference to the Board of Directors of the Charity.

1.2. Other expressions to which meanings are assigned by the Articles shall have the same meanings for the purpose of this Instrument.

- 1.3. The Interpretation Act 1978 shall apply to the interpretation of this Instrument as it applies to an Act of Parliament.
- 1.4. Words importing one gender shall import all genders, the singular number shall include the plural and vice versa (unless the context otherwise requires) and the headings are intended for convenience only and shall not affect the construction of this Instrument.

2. Catholic Character

The College was founded by and is part of the Catholic Church. The College is to be conducted as a Catholic college in accordance with the Canon Law and teachings of the Catholic Church and in particular:

- a) religious education is to be in accordance with the teachings, doctrines, discipline and liturgical norms of the Catholic Church;
- b) religious worship is to be in accordance with rites, practices, discipline and liturgical norms of the Catholic Church;

and at all times the College is to serve as a witness to the Catholic faith in Our Lord Jesus Christ.

3. Governing Body

- 3.1. The Governing Body is a sub-committee of the Board, established pursuant to the Articles.
- 3.2. Subject to the transitional arrangements set out in clause 4.3, below, the Governing Body shall comprise the following categories and number of governors (each a "**Governor**" and together the "**Governors**"):
 - a) at least seven Foundation Governors appointed by the Bishop, at least two of which (including the Chairperson) must be Trustees;
 - b) the Head of College, *ex-officio*;
 - c) at least one governor elected by the staff at the College from among their number;
 - d) at least one governor elected by, or appointed to represent, the parents of learners at the college;
 - e) up to two governors co-opted by the Governing Body;

provided that at all times the number of Foundation Governors shall together outnumber the other Governors by at least two.

- 3.3. Co-opted governors are people who in the opinion of the Governing Body have the skills required to contribute to the effective governance and success of the College.
- 3.4. The number of co-opted Governors, who are eligible to be elected or appointed as Staff Governors, must not, when counted with the one Staff Governor and the Head of College, exceed one-third of the total membership of the Governing Body.
- 3.5. In addition, the Governing Body may invite people to attend particular meetings, including meetings of the Committees of the Governing Body, in order to assist the Governing Body in the conduct of their duties with specific items.
- 3.6. All Governors described in paragraph 3.2 shall be full voting members of the Governing Body. Those persons invited to attend particular meetings to assist the Governing Body in the conduct of their duties with specific items, in accordance with paragraph 3.5 shall have no voting rights.

4. Term of office and removal of Governors

- 4.1. Governors (other than the Head of College, whose appointment is *ex-officio*) shall each hold office for four years from the date of election or appointment, subject to paragraph 4.2.
- 4.2. Any Governor shall be eligible for re-appointment.

- 4.3. Any appointed or elected Governor holding office under the previous instrument of government shall continue to serve the remaining period of their four-year term of office in the same category as before (or, if there is no equivalent category, they shall be counted as a co-opted Governor).
- 4.4. The Trustees shall, at the beginning of each College year, appoint a Chairperson from among the Foundation Governors who will hold office for one year. If the Chairperson is absent from any meeting of the Governing Body, the Governors present shall before any other business is transacted choose one of their number to preside at that meeting. In the event of a casual vacancy in the office of Chairperson the Board of Trustees shall as soon as possible appoint a Chairperson to hold office temporarily until a permanent Chairperson is appointed.
- 4.5. Any Governor who is absent from all meetings of the Governors during a period of six months without reasonable explanation (to be determined by the Governors present at the relevant meeting) shall automatically cease to be a Governor.
- 4.6. Any Foundation Governor who submits his or her resignation In Writing to the Bishop shall cease to be a Governor when the Bishop notifies the Charity that he has accepted that resignation.
- 4.7. Any other Governor who submits his or her resignation In Writing to the Chairperson shall thereupon cease to be a Governor.
- 4.8. Any Foundation Governor may be removed from office by the Bishop. Any other Governor (other than the Head of College) may be removed by the Board.
- 4.9. Every vacancy in the office of Foundation Governor shall as soon as possible be notified to the Bishop.

5. Conflicts of interests

Except in special circumstances with the approval of the Governors, no Governor shall have any interest (otherwise than as a Trustee) in property belonging to the Charity nor shall he/she receive any remuneration for his/her services nor shall he/she be interested in the supply of work or goods to or for the benefit of the Charity, including the College.

6. Appointment of Clerk to the Governing Body

On recommendation of the Director of Education & Skills, the Governing Body will appoint a clerk who will convene meetings, keep the record of the meetings and act as the main point of formal communication with the Governors. The Clerk is not a voting member of the Governing Body.

7. Meetings

- 7.1. The Governing Body shall hold a meeting at least once in every College term.
- 7.2. Unless otherwise agreed by the Governing Body, notice of each meeting confirming the venue, time and date together the agenda shall be forwarded to each Governor no later than seven days before the date of the meeting. Supporting papers shall be sent to the Governing Body at the same time.
- 7.3. The quorum for the Governing Body is 50% of Governors in post and there must be at least two Trustees amongst those present.
- 7.4. The Governing Body may continue to act notwithstanding a temporary vacancy in its composition.
- 7.5. A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.
- 7.6. Draft minutes of Governing Body meetings shall be agreed with the Chairperson and then circulated within 20 business days of the meeting to all members of the Governing Body, unless it would be inappropriate to do so in the opinion of the Chairperson.

- 7.7. The Chairperson shall report formally to the Board on the Governing Body proceedings after each meeting.
- 7.8. The Governing Body shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8. Governing Body Powers

- 8.1. For the avoidance of doubt the following powers and other powers are retained by the Board:
- a) the power to amend this Instrument or adopt a new instrument of government in substitution for this Instrument, subject to the approval of the Secretary of State;
 - b) the power to revoke the delegation to the Governing Body of all or any of their powers;
 - c) power as the legal employer of all staff, responsibility for Human Resource policies and procedures and terms and conditions of service;
 - d) full powers in relation to all property vested in the Charity;
 - e) power of investment conferred upon the Board in the Articles; and
 - f) full powers in relation to the finances of the College.
- 8.2. Subject to the limitations set out above, the Trustees delegate the running of the College to the Governing Body and specifically the following duties:
- a) that the College is conducted in accordance with this Instrument and the Articles;
 - b) implementation of the policies agreed by the Trustees, particularly those with regard to the educational character of the College;
 - c) oversight of the College's activities and the ensuring of optimum learner admissions;
 - d) power to appoint the Head of College after consultation with the Director of Education & Skills;
 - e) power to confirm or reject as clerk to the Governors a nominee recommended by the Director of Education & Skills;
 - f) power to approve the content and delivery of the curriculum provided by the College;
 - g) inspect the College premises and make themselves familiar with the working of the College and ensure that all relevant legal requirements are observed; and
 - h) see that the College record is kept and such other records as are required by law or are necessary for the proper conduct of the College; and
 - i) not incur any additional item of expenditure not included in the approved budget without the prior written approval of the Board.
- 8.3. Subject to any rules prescribed by or under the authority of this Instrument the Head of College shall have under his/her control the choice of books, the methods of teaching, the arrangement of classes and generally the internal discipline and organisation of the College subject to any relevant applicable policies, procedures or budgets agreed by the Charity; or any reasonable request made by the Chief Executive.
- 8.4. The Governing Body may delegate any of its functions to a committee thereof, any Governor, or the Head of College, or the Chief Executive (whether or not he or she is a Governor). Where the Governing Body has delegated functions, this shall not prevent the Governing Body from exercising those functions. The Governing Body must review the exercise of functions it has delegated annually and specifically review whether such delegation should continue in light of the Governing Body direct obligations under the Education (Non-Maintained Special Schools) (England) Regulations (2015). Any individual or committee to whom a function of the Governing Body has been delegated or that has otherwise exercised a function of the Governing Body, shall report to the Governing Body

at its next meeting in respect of any action taken or decision made with respect to the exercise of that function between Governing Body meetings.

9. Head of College

- 9.1. For so long as the Charity operates the College, the Head of College shall (unless the Bishop or his Delegate otherwise agrees In Writing and the relevant individual undertakes In Writing to uphold the Catholic ethos of the Charity) be a Practising Catholic.
- 9.2. The appointment or dismissal of the Head of College requires the approval of the Board of Trustees which shall take into consideration before coming to any decision any views expressed or representations made by the Governing Body and Chief Executive.

10. College Staff

- 10.1. The Governors shall in consultation with the Head of College and Chief Executive appoint an adequate and suitable staff of teachers.
- 10.2. The Charity shall employ the Head of College and the teachers under written contracts of service which contracts shall be in conformity with the provisions herein relating to dismissal and suspensions.
- 10.3. The Governors may, with the consent of the Chief Executive, dismiss any teacher employed by them in connection with the College upon notice being given in accordance with the provisions of the contract between the Charity and such teacher and having regard to any relevant policies and procedures as established by the Charity; they may also for misconduct or other good and urgent cause dismiss any such teacher without notice, within current employment legislation.
- 10.4. No teacher shall be dismissed without an opportunity of appearing in person before the Governors accompanied by a colleague/friend if he or she so desires.
- 10.5. Any teacher employed by the Governors in connection with the College may be suspended from duty by the Head of College for misconduct or other good and urgent cause provided that the Head of College shall report such suspension immediately to the Chairperson, Chief Executive and Bishop, and as soon as possible to a full meeting of the Governing Body.

11. Admissions and Exclusions

- 11.1. The Trustees in consultation with the Governing Body shall approve the Charity Admissions Policy.
- 11.2. The Governing Body shall regulate the admission of learners to and their dismissal from the College.
- 11.3. The Governors may subject to such restrictions (if any) as they may think fit delegate to the Head of College the exercise of their functions in regard to the admission or dismissal of learners. Any case of dismissal shall require the confirmation of the Governors.
- 11.4. The Head of College may suspend any learner from attendance at the College for any adequate cause to be judged by him/her but upon suspending any learner the Head of College shall at once report the case to the Chairperson and Chief Executive and as soon as possible to the Governors.

12. Approval & Review

- 12.1. The Charity may at any time after consultation with the Governors revoke modify or vary all or any of the provisions of this Instrument.
- 12.2. This Instrument comes into effect on 31 March 2021.