

Cambridge Theological Federation Governance Manual

December 2021

The following are the Federation's governance documents:

- Articles of Association (as amended 22nd November 2018)
- Members' scheme of delegation (26th June 2018)
- Board scheme of delegation (26th June 2018)
- Membership Agreement (21st July 2021)
- and this manual

Other linked documents include:

- The policies and procedures published on the website www.theofed.cam.ac.uk/policies
- Information published on the VLE, Hedwig.

Introduction

The Federation's approach to governance was reviewed in 2018. This manual is designed to help the Federation and its directors to be as effective as possible through documenting a clear understanding of governance roles and responsibilities.

The Federation has developed a governance structure which is not about the day to day running of the Federation. Governance consists of three different but equally important components:

- The **fiduciary** mode is concerned with ensuring that Federation is faithful to its mission, accountable for its performance, and compliant with all relevant laws and regulations.
- The **strategic** mode concerns the strategic work that enables the Federation to have clear priorities and to deploy resources accordingly.
- The **generative** mode helps Federation to think about the future. It ensures all involved have access to information about the changing environment and the world around.

The Federation is an association of Member Institutions and Associate Institutions and exists to serve these members effectively and efficiently.

The Member Institutions and Associate Institutions are represented by members of the company, who are individuals nominated by each Institution. The Members in turn appoint Directors to govern the Federation, especially in the fiduciary area.

Directors, who are also the Charity's Trustees, are fully responsible as such under UK law and for the direction and development of the work of the Federation.

The responsibilities of company directors¹ include:

- Follow the company's rules shown in its articles of association
- Keep company records and report changes
- File your accounts and your company tax return
- Tell other shareholders if you might personally benefit from a transaction the company makes
- Pay corporation tax

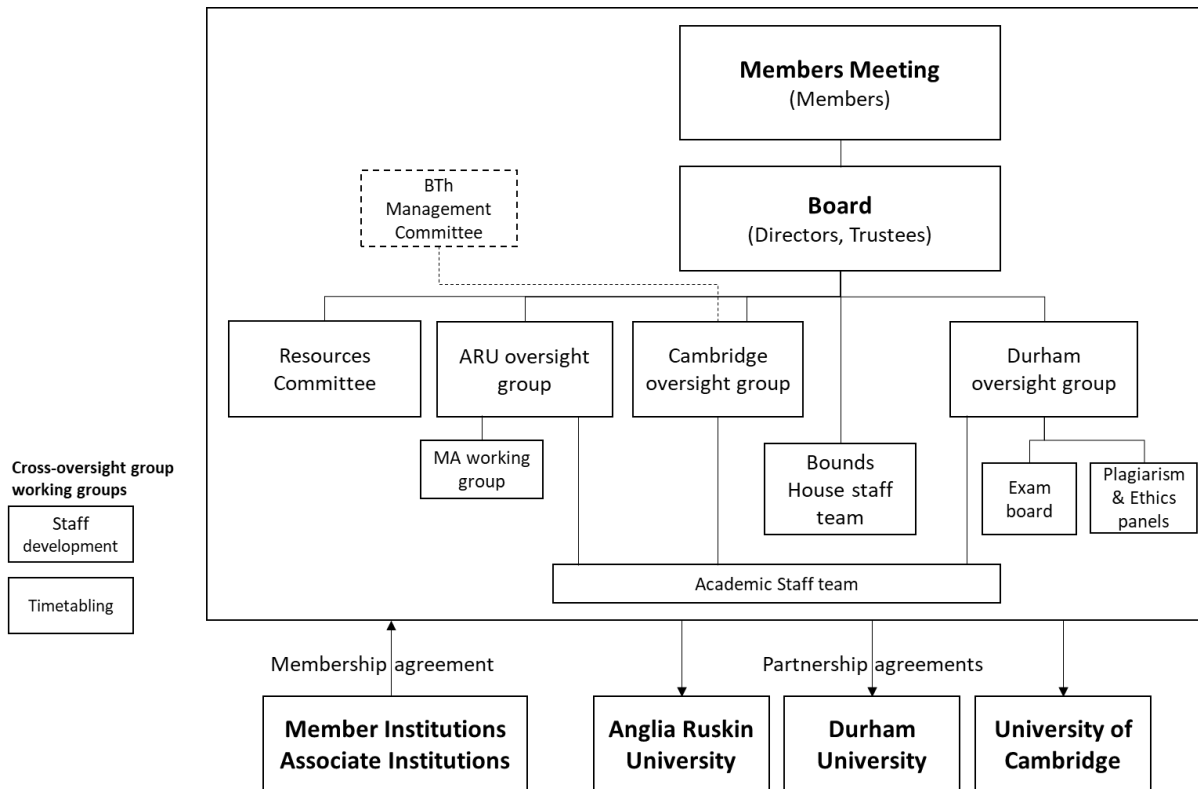
The responsibilities of charity trustees² include:

- Ensure your charity is carrying out its purposes for the public benefit (and for the purposes for which it is set up, and no other purpose)
- Comply with your charity's governing document and the law
- Act in your charity's best interests
- Manage your charity's resources responsibly
- Act with reasonable care and skill
- Ensure your charity is accountable

¹ Gov.uk: Running a limited company

² Charity Commission: The Essential Trustee (May 2018)

Governance Structure



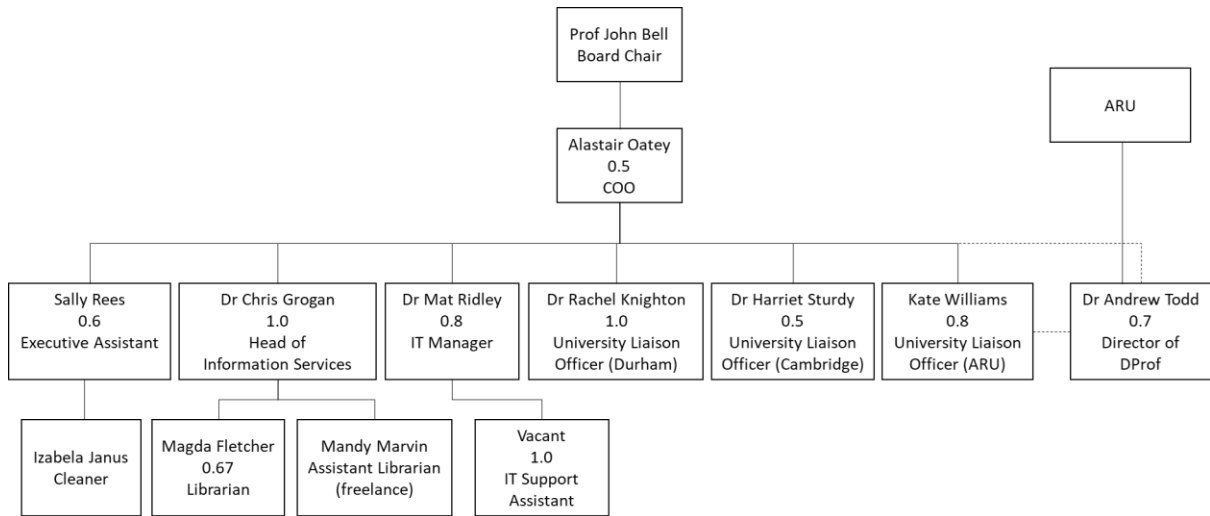
Members

CCCW	Muthuraj Swamy	Jonathan Giles
IOCS	Dragos Herescu	Stephen Platt
MBIT	Anna Abram	Claire Daunton
Ridley	Michael Volland	Hugh McCurdy
Wesley	Jane Leach	Stuart Jordan
Westcott	Helen Dawes	Paul Dominiak
Westfield	Cynthia Lumley	Joel Humann
Westminster	Robert Pope	Nigel Uden
ERMC	Alex Jensen	-
Kirby Laing Centre	Craig Bartholomew	-
Faraday	Paul Ewart	-
Woolf	Emma Harris	-

The President

1. The President is one of the Principals of the Member Institutions or Associate Institutions selected by a majority of the Principals for a year to represent the Federation.
2. The President represents the Federation at Federation Graduation and other key events.
3. The President is a member of the Worship and Community Life group, normally its chair, and ensures its effective operation.
4. The President is responsible for ensuring that there are regular informal gatherings of the Principals with the aim of providing occasions for fellowship and communication between the institutions.

Staff structure December 2021



Academic Staff Team

Joining the Academic Staff of the Federation

All academic staff who work for a Federation Member Institution are entitled to become members of the Federation's Academic Staff team.

Additionally, by consent of the relevant Oversight group, someone with relevant expertise who does not work for a Member Institution may be directly engaged as Federation Academic Staff on a contract for services to teach or assess Federation students. They will be paid by the Federation and the cost passed to the relevant Oversight group.

Following receipt at Bounds House of a CV which confirms their experience and expertise new Federation Academic Staff members will be added to the Federation's records of academic staff, given access to resources, a library card and added to relevant mailing lists.

Data about the Academic Staff team will be held in accordance with our privacy policy, which can be found at www.theofed.cam.ac.uk/policies-and-procedures.

Teaching, supervising and assessing Federation students

Federation Academic Staff who teach, supervise or assess Federation students must first have their eligibility approved by the validating university of the degree programmes being taught and supervised. Once confirmed, Bounds House will write to the academic staff member to confirm their appointment as a Teaching Member of the Federation Academic Staff and notify them of the obligations and regulations that apply to their appointment, including Federation policies and those of the validating university.

Supervisors for ARU PGR students

All **first supervisors** must be engaged under a contract of employment, either at a Member Institution or directly with the Federation. This ensures that there is a means of holding first supervisors accountable if there are performance issues that need addressing. Member Institutions employing first supervisors undertake to attend to performance issues communicated to them by the Federation.

Federation Academic Staff who are employed by a Member Institution may become a **second supervisor** on a PGR student's supervisory team if they meet ARU's criteria.

Federation Academic Staff who are not employed by a Member institution may become an **external supervisor** on a PGR student's supervisory team if they meet ARU's criteria. They will be contracted by Bounds House, who will receive invoices and make any payments due to them³ at the Federation's standard supervision rate.

August 2021

³ This will be recharged to the relevant House or the ARU Oversight group

Directors and Trustees

Directors		Term expires
Chair	John Bell	31/8/2024
Treasurer	Andrew Cates	31/8/2022
Principal	Michael Volland (President)	31/8/2022
Principal	Cynthia Lumley	31/8/2023
Principal	Alex Jensen	31/8/2024

Board attendees

Chief Operating Officer	Alastair Oatey
Head of Information Services	Chris Grogan
Chair of the Student Forum	TBC
Minutes secretary	Sally Rees

Minimum is three directors; no maximum

Quorum is three directors

A director cannot appoint an alternate to attend meetings

Further information about membership of the Committee is given in the Members' scheme of delegation.

Board Responsibilities

1. Authority

To act within the authority delegated in the Members' Scheme of Delegation.

2. Governance and statutory obligations

- a. To ensure that the Federation conforms to current Company Law and Charity Law in the management and conduct of its affairs.
- b. To ensure that Annual Returns, Annual Reports and Annual Accounts are prepared, audited, approved and filed in good time.
- c. To ensure risk is assessed and mitigated.
- d. To ensure that the Federation is financially viable, with a clear budget and financial monitoring.
- e. To ensure the Federation has clear policies and procedures in all areas required for good governance and to ensure their effectiveness.
- f. To ensure the Federation has clear operational policies and procedures for Health and Safety and ensure their effectiveness.

3. Strategy and Liaison

- a. To develop and ensure the implementation of a viable business plan based on the strategic direction given by the Members and report on its progress against objectives.
- b. To ensure that the Federation is efficiently and effectively managed with clear management procedures and monitoring of overall performance.
- c. To ensure that there is good liaison across all areas of the Federation, providing an annual report to Members, as well as making its minutes (except confidential items) available to Members, Bounds House staff, other staff of College Member bodies and students.
- d. To be ambassadors for the Federation, developing good relationships with all institutions.

4. Compliance and quality assurance

- a. To ensure there are appropriate systems in place to meet all compliance issues relating to being an Alternative Educational Provider, including interaction with OfS and other external bodies.
- b. To oversee the Prevent programme and monitor its effectiveness across institutions.
- c. To monitor quality assurance and enhancement undertaken through the three University Oversight Groups including responses to external examiners, external university committees, student feedback, suitable staff development. Sign off annual updating of quality assurance handbooks and Federation Teaching and Learning Strategy.

5. Bounds House staff

- a. To ensure that there are clear HR processes in place for the appointment, remuneration, appraisal, support and accountability of Bounds House staff.

6. Acquiring knowledge and developing personally

- a. To keep up to date about the Federation's work.
- b. To keep up to date about the external environment in which the Federation operates and read externally to acquire relevant knowledge.

The Chair of the Board assures the integrity and fulfilment of the Board's process and may occasionally represent the Committee to outside parties. The Chair should act as the representative of the whole Board, basing actions on the decisions of the whole Board.

The Chair's responsibilities cover the following areas:

- a. **Compliance:** to take a lead in ensuring that the charity fulfils its legal duties;
- b. **Governing:** to ensure the Board governs according to its adopted model;
- c. **Agendas:** to work with Bounds House staff to ensure meeting agendas are relevant and focussed;
- d. **Meetings:** to chair meetings effectively with a clear agenda, fair, open and thorough engagement from all present and recorded with sound minutes;
- e. **Supporting and challenging the senior staff:** to support, encourage, challenge and hold accountable the senior staff through regular and appropriate meetings and performance review away from the Board table but with other Committee members as appropriate;
- f. **Liaison:** to act as a conduit between the Board and the Members where needed;
- g. **Accuracy:** to ensure that information presented to the Board is accurate and relevant whether internal or from wider sources.

Board skills

Directors will be appointed on the basis of their skills. Within the Committee we need people with experience of:

- Charity and company governance
- Delivering high quality academic programmes
- Financial management
- Good HR practice
- High quality policies and procedures
- Implementing strategy
- Marketing, promotion and PR
- Risk control
- Theological research and teaching

We need individuals who can support the Federation's objects and have a good knowledge of the key issues facing higher education generally and theological education specifically. We also need individuals with a good knowledge of the global church and inter-faith engagement.

Student Forum

The Student Forum is a self directed group. The Bounds House team will provide appropriate support and liaison to ensure opportunities are available for effective student representation.

Resources Committee & University Oversight Groups

The roles of the Resources Committee and University Oversight Groups are defined in the Board scheme of delegation.

Governance Code of Conduct

Members and Directors will act together to:

- a. Maintain the highest standards of integrity and stewardship;
- b. Ensure their work is effective, open and accountable; and
- c. Ensure a good working relationship with staff.

1. BEHAVIOUR

Members and Directors will:

- a. Act in an ethical, business like and lawful manner with appropriate use of authority, confidentiality and decorum;
- b. Act in the best interests of the Federation and ensure any conflicts of interest are declared and managed in line with current best practice (See Appendix);
- c. Not bring the Federation into disrepute
- d. Not give a personal response outside of meetings to individual judgments of staff performance.
- e. When interacting with public, press, or other entities only speak for the Federation when authorised to do so.

2. INTERNAL RELATIONSHIPS AND CONFIDENTIALITY

Members and Directors are expected to exhibit behaviour that is respectful of others positions within an atmosphere of supportive relationships with one another. In order to do this, the following have been highlighted:

- a. They must strive to respect the views of all other Members and Directors, seek to listen carefully to the contributions of others, and not interrupt others.
- b. They should bring a fair and open-minded view to all discussions and ensure that all decisions are made in the Cambridge Theological Federation's best interests.
- c. They must accept the corporate decisions made and take joint responsibility for such decisions.
- d. They must strive to attend meetings regularly, ensuring they prepare well so that they can contribute appropriately and effectively.
- e. Confidential information or material provided or discussed at Member or Board meetings must remain confidential and must not be discussed outside.

In addition, Directors and Trustees will:

- fulfil their legal obligations under Companies and Charity laws as set out in the introduction to this document.
- Declare relevant outside interests that could cause a conflict of interest.
- Remove themselves from that part of meetings where a potential conflict of interest may arise unless the remaining directors/trustees agree that their presence at that part of the meeting in an advisory capacity is in the best interests of the meeting or the Federation.

PAYMENTS AND EXPENSES

Directors may incur costs in fulfilling their duties, for example in travelling to meetings. The reimbursement of properly incurred expenses is not considered a payment for goods or services or the remuneration of a Director/ Trustee, nor does it count as any kind of personal benefit.

The rates for expenses are Standard Class train fare or plane fare (or 45p per mile if travelling by car). Claims may be submitted as signed invoices or on the appropriate form and accompanied by original receipts, such as the used train ticket, for all expenses claimed. The claim should be passed to the Chief Operating Officer for processing.

Reasonable costs will be met for appropriate induction, training and updating. Where helpful external advisors will be brought in to boost the trustee skill set which will be based on regular review of the needs at the time.

Policies

Operational Policy	Reviewed by	When
Prevent	Board	Annually
Data protection policy	Board	Annually
Dealing with complaints	Board	Annually
Health and Safety policy	Board	Annually
Managing volunteers	Board	Annually
Register of interests	Board	Annually
Safeguarding policy	Board	Annually
Student satisfaction	Board	Annually
Whistle blowing	Board	Annually
Equal opportunities policy	Resources Committee	Annually
Fraud and money laundering	Resources Committee	Annually; with annual accounts
H&S Risk Assessment	Resources Committee	Annually
HR policies and contracts	Resources Committee	Annually
Investment Policy	Resources Committee	Annually; with annual accounts
Reserves Policy	Resources Committee	Annually; with annual accounts
Risk Register	Resources Committee	Termly

Appointment of owners and managers

The Office for Students registration conditions E1 and E2 include the need to demonstrate that our governing documents uphold the public interest governance principles and that we have adequate and effective management and governance arrangements in place. We also need to demonstrate that we are owned and managed by 'fit and proper' persons.

The "fit and proper person" test applies to the Accountable Officer, the Chair of the governing body, the main shareholders and directors and trustees. A "main shareholder" is defined as any individual who has more than a 20% holding by voting rights. As there are eighteen individual Members with equal votes, no one falls into this category.

Appointment of owners and managers

No individual will be appointed to a position as Accountable Officer, Chair of the Governing Body, Director or Trustee without having first demonstrated that they are a fit and proper person, as defined by the Office for Students.

A fit and proper person is:

- a) Is of good character.
- b) Has the qualifications, competence, skills and experience that are necessary for their role.
- c) Is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed.
- d) Has not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

Office for Students Regulatory Advice 2, Feb 2018

Prior to appointment an online check will be made with Companies House and the Charity Commission that an individual has not been disqualified from acting as a company director or charity trustee.

Prior to appointment the individual will be required to complete a declaration that confirms whether or not they meet any of the following indicators that they might not be a fit and proper person:

- a) Disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011.
- b) Conviction of a criminal offence anywhere in the world
- c) Subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years).
- d) Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- e) Involvement in any abuse of the tax systems.
- f) Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- g) Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
- h) Dismissal from a position of trust or similar.
- i) Involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).

Office for Students Regulatory Advice 2, Feb 2018

The Federation will first seek approval from the Office for Students if it wishes to appoint an individual to whom any of these indicators apply.

APPENDIX: CONFLICTS OF INTEREST

Background

A conflict of interest is any situation in which a director/trustee's personal interests, or interests which they owe to another body, and those of the Federation arise simultaneously or appear to clash. These will occur and the integrity of the director/trustee concerned is not under question but clarifying the management of any potential conflict of interest is important. Transparency is achieved by requiring explicit authorisation of the benefit, and by ensuring that any particular conflict of interest is properly and openly managed.

The law states that director/trustees (or parties related to them) cannot receive any benefit from their charity in return for any service they provide to the charity unless they have express legal authority to do so. "Benefit" includes any property, goods or services which have a monetary value, as well as money. This legal authority is given in our articles of association.

Identifying a conflict of interest

Conflicts of interest may come in a number of different forms:

- a. Direct financial gain or benefit to the director/trustee, such as:
 - payment to a director/trustee for services provided to the Federation
 - the award of a contract to another organisation in which a director/trustee has an interest and from which a director/trustee will receive a financial benefit; or
 - the employment of a director/trustee in a separate post within the Federation.
- b. Indirect financial gain, such as employment by the Federation of a connected person as currently defined by the Charity Commission;
- c. Non-financial gain, such as when a beneficiary of services provided by the charity is also a director/trustee;
- d. Conflict of loyalties, such as where a director/trustee's loyalty to the Federation is in conflict with their employing organisation or another trusteeship.

Managing conflicts of interest effectively

Potential director/trustees are asked to declare their other directorships and other interests using the form below as part of the pre-appointment induction process.

The Federation keeps a register of Director/trustees interests which is updated:

- a) after any new declaration is made;
- b) annually; and
- c) as part of the director/trustee appointment process.

Director/trustees will declare any private interest they may have in any item to be discussed at the start of each meeting before discussion of the item itself. Any conflict arising from the interest or loyalty will be managed in such a way as to ensure the director/trustee concerned:

- a) is not be counted in the quorum;
- b) does not take part in the discussion unless invited to do by the Chair; and
- c) does not vote on the matter.

CTF Members' scheme of delegation

14th August 2018

Introduction

The Members are responsible for the charity's governance. This Scheme of Delegation sets out the extent to which the Members have delegated responsibilities to the Directors. Any delegated authority must be exercised reasonably and with due care and attention. Decisions taken under delegated authority should always be taken in such a way that they promote the efficient operation of the Federation's objects⁴.

Legal Roles

The Directors are Company Directors and Charity Trustees as defined in Companies and Charity law.

Company Members

As a charitable company limited by guarantee, the CTF does not have shareholders. The members are the equivalent of the "owners" of the company and each member's liability is limited to £10. The role of the members is generally to oversee the achievement of the company's objectives, to take part in annual and extraordinary general meetings, to receive accounts and to appoint the Board. Decisions made by the Board are scrutinised and challenged by the members as appropriate in general meetings.

Company Directors and Charity Trustees

The directors/trustees are responsible for the management and administration of the CTF. As directors they are responsible for:

- setting the CTF's strategic direction;
- overseeing the CTF's academic performance;
- overseeing the CTF's financial performance; and
- ensuring the CTF meets its contractual and legal responsibilities.

Through this Scheme of Delegation, the Members delegates various of these functions to the Directors.

⁴ The Federation's objects are to advance the Christian Faith; to advance religious ecumenical education consistent with the doctrine and principles of the Christian faith; and to prepare men and women for ordained or lay ministry and service within the Christian churches.

Chief Operating Officer

The Members designate the Chief Operating Officer to be the Accountable Officer for the CTF and reporting to the Office for Students on behalf of the CTF.

The Board

Composition

The members of the Committee are:

- An independent director as Chair
- An independent director as Treasurer
- Three Principals from Member Institutions
- Others with the necessary skills and experience

In addition the following are non-voting members of the committee:

- Chief Operating Officer
- Head of Academic Services
- Head of Information Services
- Chair of the Student Forum

The Board will normally meet three times a year. A meeting will be quorate with three of the voting members.

At the Chair's discretion, the Chair of the Student Forum will be asked to absent themselves from confidential discussions such as relating to salaries, individual students or members of staff.

Scheme of Delegation

Retained authority

The Members retain the following functions:

- Set the CTF's strategic direction, including determining its educational character and mission
- Amend the Articles
- Appoint and remove Directors, the Chair and Secretary
- Amend rules for General Meetings of the members
- Appoint and remove Members
- Appoint a President to chair meetings of Members
- Appoint auditors
- Receive the annual report and accounts
- Set the basis of fees for Institution and Associate Members
- Adopt the budget
- Approve the Scheme of Delegation
- Any other matter specifically requiring members' approval under the Companies Act.

The President can take decisions in respect of matters reserved by the Members when an urgent decision is required between general meetings (the views of other Members having been ascertained as far as possible and the decision being reported to the next Members' meeting).

Authority delegated to the Directors

The Members delegate to the Directors those of its functions not retained above including, but not limited to, those listed below:

- Authority to sub-delegate to committees or individuals
- Appointment of the Chief Operating Officer and other central staff
- Risk management, including safety
- Financial management, including arranging insurances
- People management, including remuneration
- Asset management
- Marketing and student recruitment
- Successful delivery of the CTF's academic programmes
- Managing academic agreements with validating universities
- Compliance with OfS and other contractual obligations
- Compliance with statutory obligations, including data protection
- Compliance with Companies and Charities regulations
- Student welfare and safeguarding, including Prevent

The Directors are responsible to the Members for those functions delegated to it.

The Chair of the Board can take decisions in respect of matters not reserved by the Members when an urgent decision is required between general meetings (the views of other Directors having been ascertained as far as possible and the decision being reported to the next Board meeting).

CTF Board scheme of delegation

Introduction

The Board of Directors is the key body responsible for the charity's operations and has been delegated authority from the CTF's Members. This Scheme of Delegation sets out the extent to which the Directors have sub-delegated their authority.

Any delegated authority must be exercised reasonably and with due care and attention. Decisions taken under delegated authority should always be taken in such a way that they promote the efficient operation of the Federation's objects⁵ and in accordance with the strategy set by the Members.

Resources Committee

The Resources Committee is chaired by one of the company directors and consists of not fewer than two others with relevant skills and expertise. The Chief Operating Officer acts as the Executive Secretary for the Resources Committee.

The Resources Committee normally meets once a term but will also monitor the monthly finances by correspondence.

The Resources Committee is able to make decisions that bind the company, within its areas of delegated responsibility.

Composition

The members of the Committee are:

- A Director as Chair
- Bursars from Ridley, Westcott, Wesley and Westminster
- Other interested Bursars
- Chief Operating Officer
- Others with the necessary skills and experience, by invitation of the group's Chair

⁵ The Federation's objects are to advance the Christian Faith; to advance religious ecumenical education consistent with the doctrine and principles of the Christian faith; and to prepare men and women for ordained or lay ministry and service within the Christian churches.

University oversight groups

There are University Oversight Groups for each of the validating universities, Anglia Ruskin University, Durham University and the University of Cambridge. The University oversight groups have day to day responsibility for the operation of the degrees offered through their group's validating university.

Composition

The members of each group are:

- An independent⁶ Chair
- An Executive Secretary
- Student representative(s)
- Principals and Directors of Studies from participating Houses
- A Student Support Officer from the Bounds House team
- Information Services staff from the Bounds House team.
- The Chief Operating Officer
- The Director of Professional Doctorate (ARU group)
- Other interested people, by invitation of the group's Chair
- A Principal who is a member of the board (if not already represented)

Purpose

Each of the oversight groups:

- Sets the curriculum, choosing which modules are taught
- Ensures that the right teaching and marking resources are in place to deliver the programme, and coordinated across the Federation via the timetabling meeting
- Ensures that exam boards are constituted in line with the relevant normal university processes; that these exam boards are chaired by external individuals beyond that university group; that external examiner's reports are received and responded to
- Assumes responsibility for quality assurance of that university's programmes and its ongoing development and support in the context of the CTF Teaching and Learning Strategy
- Drives enhancement by ensuring student feedback is strongly encouraged, received and responded to so that students know outcomes of feedback and its impacts
- Integrates with relevant external bodies of the universities (e. g. for Cambridge the BTh Management Committee and Divinity Faculty, for Durham the Common Awards Management Committee, for ARU the Faculty Research Degrees Subcommittee)
- Scrutinises academic programme development proposals in line with the normal processes of that university and ensures that any changes in academic programme are compatible with Federation strategies, resources, etc.

⁶ someone whose institution is not able to benefit from decisions made

- Considers resources needed for advertising and recruitment materials, networks and contacts for that university's awards, and agree the split of costs, in conjunction with individual house recruitment and advocacy
- Considers and communicates support requirement and agrees division of costs between the Member colleges with the Group
- Ensures that suitable representation of that university group attends annual Federation timetable and marking allocation meeting, and responds to any subsequent amendments due to staff changes, etc.
- Ensures its work is reported to the Federation Board

Each year there is a meeting which brings together all the Directors of Studies and Principals to agree timetabling and allocation of teaching staff.

Limits of authority

Each group:

- may make decisions that affect only their group
- may not make decisions that affect or bind other groups
- may make financial decisions that only affect their group provided that agreement is first gained to fund any costs above what is budgeted
- may not make any financial decisions that adversely affect the CTF budget or other Houses
- must act in accordance with current CTF policies and procedures
- may recommend policy revisions to the Board
- may not make any decisions that prevent the requirements of regulators and validating universities being met.

Scheme of Delegation

Academic

Academic policies and procedures	Retained by Board
Overall Academic standards and quality assurance	Retained by Board
Appointing oversight group Chairs	Retained by Board
Development of academic activities	Board, then Oversight group
Degree-specific academic standards	Oversight group
Appointing oversight group Executive Secretary	Oversight group
Student admissions (within agreed policies)	Oversight group
Programme and module content	Oversight group
Teaching and student assessment	Oversight group
Feedback and review; hearing student voice	Oversight group
Marketing	Oversight group
Reporting to universities and regulators	Bounds House staff
Resourcing	Head of Information Services
Student discipline (academic)	Oversight group and university

Financial Management

Financial policies and procedures	Resources Committee
Financial monitoring	Resources Committee
Financial reporting	Chief Operating Officer
Financial commitments and approval of payments up to £100,000	Chief Operating Officer, within agreed budgets
Financial commitments and approval of payments of £100,000 or more	Chief Operating Officer plus either Chair of Resources Committee or Chair of Board
Book keeping, management accounts, payments	Outsourced to Bidwells
Annual estimates of income and expenditure	Chief Operating Officer, through the Resources Committee
Value for money	Resources Committee
Asset Management	Resources Committee

People Management

HR policies and procedures	Resources Committee
Staff terms and conditions, including staff handbook	Resources Committee
Remuneration	Resources Committee on the recommendation of the Chief Operating Officer
Appointment of Chief Operating Officer	Retained by Board
Appointment of other central staff	Chief Operating Officer, within budget limits
Management of the Chief Operating Officer	Chair of Board
Management of other staff	Chief Operating Officer

Risk Management

Risk Register	Retained by Board
Health and Safety Policy	Retained by Board
Health and Safety procedures	Resources Committee
Risk assessments	Chief Operating Officer
H&S reporting	Chief Operating Officer

Executive Secretary role

Each Oversight Group has an Executive Secretary appointed by the group from one of the Houses. Their role is to assist the Chair by preparing papers for oversight group meetings, ensuring that all of the group's work is timetabled across the year and helping keep group members accountable for the tasks they have taken on at a meeting.

The Executive Secretaries do not have other responsibilities except for tasks agreed at an oversight group meeting or as part of an existing role (eg DOS or Course Leader). They share an equal responsibility with other group members for ensuring that their group's academic delivery meets the standards expected in the Quality Code. The Bounds House team is responsible for the administration of the programmes.

The Executive Secretary will be part of the team that represents their group at external inspections, for example QAA and periodic reviews.

The role of student representatives

Purpose

We want student representatives to:

- Relay students' views to the Federation's decision makers;
- Take an active role in the development and enhancement of programmes; and
- Hold the Federation to account for its obligations to students, including those in the Student Agreement and those under the UK Quality Code for Higher Education.

We enable student representatives to do this by inviting them to join us at:

- Board meetings (the Chair of Student Forum)
- Each of the Oversight groups and the BTh Management Committee
- The Accessibility working group
- Ad hoc working groups, where relevant (eg Annual Self Evaluation)

We recognise that students primarily affiliate with their Houses, rather than with the Federation or the degree awarding bodies, and also have representation through their House's governance structures. The role of student engagement with the Federation is therefore focussed on enhancing our academic provision.

Role

Ahead of meetings:

- Give students an opportunity to make their views known and gather any feedback received
- Provide any relevant items to add to the agenda
- Prepare by reading the meeting's papers

During meetings:

- Critically evaluate proposals and reports presented at the meeting and put forward a student point of view
- Engage with the evaluation process, helping to ensure that feedback is acted on, as appropriate
- Engage with the curriculum review process
- Ensure student feedback and concerns are presented and the issues raised are discussed
- Lead on change suggested by students

After meetings:

- Provide feedback to students, including by circulating minutes when they are agreed

Between meetings:

- Provide support for peers, if required and as appropriate
- Help represent views to inspectors (eg QAA)
- Be a point of contact for students who want to raise questions, concerns or informal complaints.

Conduct

We ask that student representatives:

- Respect the confidentiality of some of the information they receive and ask before circulating anything.
- Behave courteously at meetings, respecting that there may be different points of view and also constraints on what changes can be made
- Represent a broad range of student opinion, including potentially views they do not share.

Support

The Bounds House Senior Management Team will provide support to student representatives to enable them to fulfil their roles effectively including holding an induction meeting to help understand the Federation's governance structures, providing details to enable them to collect student information, supporting them at student meetings and helping with any formal or informal complaints received.

UK Quality Code for Higher Education

The Quality Code sets out the following expectations, practices and principles which we aspire to meet through effective engagement with student representatives.

Expectation for quality: Courses are well-designed, provide a high-quality academic experience for all students and enable a student's achievement to be reliably assessed.

Core practice: The provider actively engages students, individually and collectively, in the quality of their educational experience.

Common practice: The provider engages students individually and collectively in the development, assurance and enhancement of the quality of their educational experience

Guiding principles:

1. Student engagement through partnership working is integral to the culture of higher education, however and wherever provision is delivered – student engagement is led strategically, but widely owned.
2. Higher education providers, in partnership with their student body, define, promote, monitor and evaluate the range of opportunities to enable all students to engage in quality assurance and enhancement processes.
3. Effective student engagement supports enhancements, innovation and transformation in the community within and outside the provider, driving improvements to the experience of students.
4. Arrangements exist for effective representation of the collective student voice at all organisational levels including decision-making bodies.
5. Providers recognise and respond to the diversity of their student body in the design and delivery of student engagement, partnership working and representation processes.
6. Student engagement and representation processes are adequately resourced and supported.
7. Providers work in partnership with the student body to close the feedback loop.

1. NAME & REGISTERED OFFICE

The company's name is The Cambridge Theological Federation and in this document it is called "the Federation". The Federation's registered office is situated in England and Wales.

2. OBJECTS

The Federation's objects ("Objects") are:

- 2.1 to advance the Christian Faith;
- 2.2 to advance religious ecumenical education consistent with the doctrine and principles of the Christian faith; and
- 2.3 to prepare men and women for ordained or lay ministry and service within the Christian churches.

3. MEMBERS

- 3.1 The number of members of the Federation is to be not less than six nor exceed thirty persons or such other number as the members may by resolution determine.
- 3.2 Membership of the Federation is open only to individuals who
 - (a) are appointed by the Member Institutions and Associate Institutions in the proportions approved by the members ; and
 - (b) are a Fit and Proper Person;
- 3.3 Membership of the Federation is not transferrable
- 3.4 The Federation must keep a register of names and addresses of members.
- 3.5 A person shall cease to be a member:
 - (a) if the member dies;
 - (b) if the member resigns by written notice to the Federation unless, after resignation, there shall be fewer than six members;
 - (c) if the member ceases to be related to the Member Institution or Associate Institution that appointed them;
 - (d) if the member is removed from membership by a resolution of the members supported by two thirds of members that it is in the best interests of the Federation that the membership is terminated. A resolution to remove a member from membership may only be passed if:
 - the member has been given twenty-one days' notice in writing of the meeting of the members at which the resolution will be proposed and the reasons why it will be proposed; and
 - the member or, at the option of the member, the member's representative (who need not be a member) has been allowed to make representations to the meeting if the member so desires.
 - (e) if the Member Institution or Associate Institution chooses to replace them with another person.

- 3.6 The members' decision about any removal under Article 3.5 (d) and following written representation must be notified to the member in writing and shall be final.

4. LIABILITY OF MEMBERS

The liability of members is limited to a sum not exceeding £10, being the amount that each of the members undertakes to contribute to the assets of the Federation in the event of it being wound up while they are a member or within one year after they cease to be a member, for

- (a) payment of the Federation's debts and liabilities incurred before they cease to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

5. MEMBER INSTITUTIONS AND ASSOCIATE INSTITUTIONS

5.1 Member Institutions are not company members of the Federation but are those who support the Objects and for whom the services of the Federation are primarily established. They are entitled to appoint individuals as members of the Federation through the process approved by the members. Member Institutions have the right to present students for enrolment on courses accredited via the Federation.

5.2 Associate Institutions are not company members of the Federation. Their aims and objectives overlap substantially with those of the Federation. They are entitled to appoint individuals as members of the Federation through the process approved by the Members. They do not have the right to present students for enrolment on courses accredited via the Federation, although they may do so at the discretion of the directors.

5.3 Member Institutions and Associate Institutions are those who

- a) accept the Objects of the Federation as set out in Article 2
- b) commit to integrating into the structure and governance of the Federation
- c) are theological or educational institutions which are registered in the UK and may be either incorporated or unincorporated bodies
- d) are committed to pay any joining fee and ongoing subscriptions on the basis set by the members
- e) are approved as Member Institutions or Associate Institutions by the members

5.5 Member Institution and Associate Institution status will be terminated with immediate effect if the institution concerned

- (a) ceases to exist
- (b) is removed as a Member Institution or Associate Institution by a resolution supported by two thirds of members that it is in the best interests of the Federation that its membership is terminated

5.6 Member Institution and Associate Institution status is terminated with effect from the end of the Federation's financial year in which the institution concerned gives written notice of resignation

5.7 Member Institutions and Associate Institutions will enter into a membership agreement with the Federation in a form to be approved by the members.

6. POWERS

The Federation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Federation has power:

- 6.1 to undertake and publish research in theology and religious studies;
- 6.2 to foster encounter between people of different faith traditions;
- 6.3 to raise funds and to invite and receive contributions, and trade in the course of carrying out the Objects and to charge for services, as permitted by law;
- 6.4 to purchase, take on lease or in exchange, hire or acquire any real or personal property and any rights and privileges which may be thought necessary or convenient for the furtherance of its Objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the purpose of the Federation;
- 6.5 to sell, lease or otherwise dispose of all or any part of the property belonging to the Federation. In exercising this power, the Federation must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 6.6 to borrow money and give security for loans and to charge the whole or any part of the property belonging to the Federation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Federation must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 6.7 to co-operate and enter into arrangements with other charities, voluntary bodies, educational bodies, ecclesiastical bodies, statutory authorities, and other bodies and to exchange information and advice with them;
- 6.8 to establish or support any charitable trusts, associations or institutions formed for any or all of the Objects or similar charitable purposes;
- 6.9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity with compatible objects;
- 6.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.11 to employ and remunerate such staff as are necessary for carrying out the work of the Federation and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents. The Federation may employ or remunerate a director only to the extent it is permitted to do so by Article 7;
- 6.12 to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Federation to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 6.13 to provide indemnity insurance for the directors or any other officer of the Federation in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.14 to provide facilities for students of all Christian denominations and of other faith communities;
- 6.15 to provide initial and continuing education and training for various ministries in Christian churches;
- 6.16 to publish and make available information and resources and hold meetings, lectures and conferences;
- 6.17 to foster and undertake research and publish the results;
- 6.18 to make donations or subscribe or guarantee money for charitable purposes calculated to further the Objects;
- 6.19 to provide grants and bursaries for students;
- 6.20 to draw, make, accept, endorse, execute and issue promissory notes bills, cheques, and other instruments, and operate bank accounts in the name of the Federation;
- 6.21 to carry out the Objects whether as principal or agent and whether alone or with others; and
- 6.22 to do any such other lawful thing as may assist in the achievement of the Objects.

7. APPLICATION OF INCOME AND PROPERTY

- 7.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Federation and no director shall be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Federation provided that nothing in this document shall prevent any payment in good faith by the Federation:
 - 7.1.1 of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Federation to act in a professional capacity on its behalf provided that at no time shall a majority of directors benefit under this provision and a director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;
 - 7.1.2 of reasonable and proper remuneration for any services rendered to the Federation by any member, officer or servant of the Federation who is not a director;
 - 7.1.3 of interest on money lent by any member of the Federation or director at a reasonable and proper rate per annum not more than the published base lending rate for clearing banks to be selected by the directors;

7.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than a 100th part of the issued capital of that company;

7.1.5 of reasonable and proper rent for premises demised or let by any member of the Federation or a director;

7.1.6 to any director of reasonable out of pocket expenses.

8. GENERAL MEETINGS OF MEMBERS

8.1 The Federation shall hold an Annual General Meeting at such time and place as the members shall determine provided that not more than eighteen months may elapse between successive Annual General Meetings.

8.2 The minimum period of notice required to hold a General Meeting is fourteen clear days and notice may be given in writing or in electronic form. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting the notice must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 8.4. The notice must be given to all the members and to the directors and auditors (if any).

8.3 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Federation or a failure of an electronic communication properly addressed.

8.4 Every member shall have one vote. Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a General Meeting.

8.5 No business shall be transacted at any General Meeting unless a quorum is present. A quorum is one third of the members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

8.6 A General Meeting may elect a President of the Federation to represent the members and to chair General Meetings. The President shall serve for a period up to the Annual General Meeting following appointment but may then stand for re-appointment. The members may at any time by resolution require the President for the time being to vacate office as President and appoint another person to be President.

8.7 A resolution in writing or in electronic form may comprise several copies to which one or more members have signified their agreement.

9. RULES

9.1 The Federation in General Meeting may from time to time make such reasonable and proper rules or bye laws as it deems necessary or expedient for the proper conduct and governance

of the Federation. The Federation in General Meeting has the power to alter, add to or repeal the rules or bye laws.

- 9.2 The rules or bye laws may regulate such matters as the members may determine including (but not restricted to) :
- (a) the admission of Member Institutions and Associate Members as defined in Article 5 and the rights and privileges of such bodies and the entrance fees, subscriptions and other fees or payments to be made by them;
 - (b) the conduct of Member Institutions and Associate Institutions in relation to one another, and to the Federation's employees and volunteers;
 - (c) the procedures at General Meetings and meetings of the directors in so far as such procedures are not regulated by the Companies Acts or by these Articles;
 - (d) the appointment of proxies by members; and
 - (e) all such other matters as are commonly the subject matter of company rules.
- 9.3 The rules or bye laws shall be binding on all members, directors, Member Institutions and Associate Institutions. No rule or bye law shall be inconsistent with or shall affect or repeal anything contained in these Articles.

10. APPOINTMENT AND REMOVAL OF DIRECTORS AND OFFICERS

- 10.1 The directors shall govern the business of the Federation and may exercise all the powers of the Federation unless they are subject to any restrictions imposed by the Companies Act, the Charities Acts, these Articles or any special resolution.
- 10.2 The number of directors shall be not less than three but shall not be subject to any maximum. Directors may not appoint alternate directors or anyone to act on their behalf at meetings of the directors.
- 10.3 The members in General Meeting may appoint a person as a director provided that the person is:
- (a) an actual person aged 18 years or older, and
 - (b) a Fit and Proper Person; and
 - (c) not disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or any other statute; and
 - (d) not a current student on a course validated via the Federation or a member of staff employed by the Federation; and
 - (e) recommended under the nominations system approved by the members.
- 10.4 Directors shall retire not later than at the third annual General Meeting following their appointment provided that the members may re-appoint the director for a further term, subject to Article 10.5.
- 10.5 If a director is required to retire at an Annual General Meeting pursuant to Article 10.4 the retirement shall take effect at the conclusion of that meeting provided that retiring directors may, if willing to act, offer themselves for re-election for a maximum of three consecutive three year terms.
- 10.6 Directors shall cease to hold office if:

- (a) they cease to be a director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
- (b) they cease to be a Fit and Proper Person
- (c) they are disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (c) in the written opinion, given to the Federation, of a registered medical practitioner treating that person, they become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (d) they resign as a director by notice to the federation (but only if at least three directors will remain in office when the notice of resignation is to take effect); or
- (e) they are absent without the permission of the directors or without acceptable apology from all directors meetings held within a period of six consecutive months and the directors resolve that their office be vacated; or
- (f) they deliberately fail to declare an interest as required by Article 12 below; or
- (g) in the reasonable opinion of the members, they bring the Federation in any way into disrepute and the members resolve by at least two thirds of members that they should be removed from office provided that the directors in question shall be given the opportunity to state their case to the members (verbally or in writing) before a vote is taken; or
- (h) their term of office comes to an end and they are not re-appointed for a further term.

10.7 The members in general meeting shall appoint a Chair of the board of directors. The Chair shall serve for a period up to the Annual General Meeting following appointment but may then stand for re-appointment. The members may at any time by resolution require the Chair for the time being to vacate office as Chair and the members may appoint another person to be Chair. The Chair of the directors shall have no functions or powers except those conferred by these Articles or delegated by the Members.

11. PROCEEDINGS OF DIRECTORS

11.1 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants. The directors shall conduct their meetings in accordance with the byelaws set by the members, subject to the provisions of these Articles

11.2 Every director shall have one vote. No decision may be made by a meeting of the directors unless a quorum is present. The quorum shall be three or such larger number as may be decided from time to time by the members. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

11.3 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

11.4 The directors must not be paid any remuneration unless it is authorised by Article 7.

11.5 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Such a resolution shall be deemed to take effect on the date of receipt of the final response.

- 11.6 The directors may delegate any of their powers or functions to a committee including at least one director but the terms of any delegation must be recorded in the minute book. All acts and proceedings of any committees must be fully and reported to the directors.
- 11.7 The directors must keep (and where required, preserve for at least ten years) minutes of all:
- (a) appointments of officers made by the members;
 - (b) proceedings at meetings of the Federation;
 - (c) meetings of the directors and committees of directors including:
 - the names of the directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.
- 11.8 A resolution of the directors in writing or in electronic form may comprise several documents containing the text of the resolution in like form to which one or more directors has signed their agreement.

12. CONFLICTS OF DIRECTOR'S INTERESTS AND LOYALTIES

- 12.1 Directors must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Federation or in any transaction or arrangement entered into by the Federation that has not been previously declared. Directors must absent themselves from any discussions of the directors in which it is possible that a conflict may arise between their duty to act solely in the interests of the Federation and any personal financial interest. Directors need not absent themselves from any discussions of the directors in which it is possible that a conflict may arise between their duty to act solely in the interests of the Federation and any duty to act in the interests of another organisation.
- 12.2 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in these Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transactions affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of the Federation to authorise the conflict of interests in the circumstances applying.
- 12.3 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

13. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN AND REGISTER OF CHARITIES

- 13.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting

standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- 13.2 The directors must keep accounting records as required by the Companies Acts.
- 13.3 The directors must comply with the requirements of the Charities Act 2011 (or any re-enactment, amendment or replacement of it) with regard to:
- (a) the transmission of a copy of the statements of account to the Commission;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- 13.4 The directors must notify the Commission promptly of any changes to the Federation's entry on the central register of charities.

14. DISSOLUTION

- 14.1 The members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Federation be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects, , including Member Institutions and Associate Institutions as defined in Article 5; or
 - (c) to any charity for use for particular purposes that fall within the Objects.
- 14.2 Subject to any such resolution of the members, the directors may at any time before and in expectation of its dissolution resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Federation be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects, including Member Institutions and Associate Institutions as defined in Article 5 ; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- 14.3 In no circumstances shall the net assets of the Federation be paid to or distributed among the members and if no such resolution is passed by the members or the directors the net assets of the Federation shall be applied for charitable purposes as directed by the Court or the Commission.

15. AMENDMENTS

- 15.1 No additions, alterations or amendments shall be made to Article 2 (Objects) or to Article 14 (Dissolution) or to any other provision in these Articles which would provide authorisation for any benefit to be obtained by directors or members or persons connected with them, unless the same have been previously submitted to and approved by the Commission.
- 15.2 No additions, alterations, or amendments shall be made to these Articles for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written special resolution of the members.

16. MISCELLANEOUS

- 16.1 Documents which are executed as deeds must be signed by:
- (a) two directors; or
 - (b) one director and the secretary (where appointed).
- 16.2 Subject to these Articles, anything sent or supplied by or to the Federation under these Articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Federation.
- 16.3 Any notice to be given to or by any person pursuant to these Articles must be in writing or must be given in electronic form. The Federation may give any notice either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at their address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 16.4 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.
- 16.5 If a dispute arises between members of the Federation about the validity or propriety of anything done by the members of the Federation under these Articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

17. INTERPRETATION

In these Articles:

“address” means a postal address or, for the purposes of electronic communication, an e-mail address or a telephone number for receiving text messages in each case registered with the Federation;

“these Articles” means the Federation’s Articles of Association;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commission for England and Wales;

“the Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;

“the directors” means the directors of the Federation. The directors are charity trustees as defined by Section 117 of the Charities Act 2011;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form ;

“electronic form” has the meaning as defined by section 1168 of the Companies Act 2006;

“Fit and Proper Person” has the meaning given by HM Revenue and Customs in its guidance on the fit and proper persons test.

“officers” includes the directors and the secretary (if any);

“secretary” means a person (if any) appointed to perform the duties of the company secretary of the Federation and who may but does need not be a director;

“General Meeting” means a meeting of members of the Federation

“member” means a company member for the time being of the Federation who is admitted under Article 3

“the Member Institutions” mean those institutions admitted as such in accordance with Article 5

“the Associate Institutions” mean those institutions admitted as such in accordance with Article 5; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts or the Charities Acts from time to time enforced but excluding any statutory modification not in force when this constitution becomes binding on the Federation.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Membership Agreement

July 2021

Purpose

The purpose of this document is to ensure that all members of the Cambridge Theological Federation (CTF) have an understanding of the mutual obligations of each member institution and of the CTF charity and its support team.

This agreement should be read alongside the Federation's Articles of Association, Governance Handbook and Association Handbook, which together are the CTF's governing documents.

Member Institutions

- Cambridge Centre for Christianity Worldwide
- Institute for Orthodox Christian Studies
- Margaret Beaufort Institute of Theology
- Ridley Hall
- Wesley House
- Westcott House
- Westfield House
- Westminster College

Associate Institutions

- Eastern Region Ministry Course
- The Faraday Trust
- The Kirby Laing Centre for Public Theology in Cambridge (from 1st September 2021)
- Woolf Institute

The CTF

The CTF is a charitable company limited by guarantee. It is registered with the Office for Students (OfS) as an Alternative Provider of Higher Education.

The CTF is controlled by its Members who are two individuals appointed by each of its Full Member Institutions and one individual appointed by each of its Associated Member institutions. Any control by member institutions is therefore indirect.

The CTF is not the "head office" of a group of institutions; each of its member institutions is a standalone, independent charitable organisation with its own governance and financial arrangements. Through this Agreement the full and associated member institutions agree to fund the CTF and to provide the teaching, assessment and other support needed that is not provided by the central support team.

The Federation charity's role is to:

- enable the Institutions to offer degrees and other validated programmes.
- coordinate library and information services.
- provide the environment in which the Institutions can work together to fulfil its statement of purpose.

The Bounds House team are those employed directly by the CTF to enable it to operate effectively and to provide the services which the Members have decided are best centralised rather than localised within one or more Institutions.

Statement of Purpose

The CTF agreed the following statement of purpose in 2016 which outlines the Federation's life together:

Shaped by a common life of prayer and study, the Cambridge Theological Federation is an ecumenical collaboration of educational institutes engaged in the formation of Christian leaders. Individually and together we teach theology for ministry; reflect on the local and global, ecumenical and inter-faith context for Christian mission; foster encounter between people of different ecclesial and faith traditions; and undertake research in theology and religious studies.

By entering into this Agreement, each Institution affirms its support of this statement.

Membership benefits

Appendix 1 lists the current benefits of Full and Associated membership. This list can be reviewed and amended at the annual Members' meeting.

The library services provided by the Bounds House team are listed in Appendix 2.

The IT services provided by the Bounds House team are listed in Appendix 3.

Registration and reporting

The CTF has academic agreements with Anglia Ruskin University, Durham University and the University of Cambridge through which students can be admitted to specified degrees. Institutions cannot directly admit students to validated degrees; admission is via the CTF (or a Cambridge College for Tripos and Cambridge research degrees or Durham for ERM students).

The CTF is registered with the OfS, so that it can administer Student Loans for eligible students.

The CTF is registered with the Home Office as a trusted sponsor for Student visas. This registration is dependent on continued OfS registration.

Registration with OfS brings compliance responsibilities and conditions that must be adhered to by the CTF charity, and therefore the Institutions, otherwise it may lose its registration.

The Bounds House team will:

- manage the CTF's registration and reporting processes.
- commit to asking Institutions only for information that is necessary to fulfil the conditions of its registration and to asking for information in a timely fashion.

Institutions will:

- commit to provide accurate and timely information to the Bounds House team so that they can meet reporting deadlines.
- follow Home Office processes for students with visas including ensuring compliance with the academic engagement process. .
- not do anything which jeopardises the CTF's academic agreements, registrations (OfS, Home Office etc.) or other obligations.

Policies and Procedures

Some of the CTF's agreements and registration conditions require policies and procedures which apply to all staff and students across the Institutions and the CTF charity.

The CTF has responsibility for PREVENT reporting.

The Bounds House team will:

- commit to a process of creating and reviewing policies that ensures they remain relevant and only as prescriptive as is necessary. Policies will be retired when they are no longer necessary.
- ensure that copies of cross-Federation policies are up to date and published at Oversight Group meetings, in the virtual learning environment "Hedwig", or on the public-facing website.

Institutions will:

- commit to following the policies and procedures that are relevant to them and to creating policies within their own institutions that ensure their staff and students adhere to cross-Federation policies and procedures.
- commit to complying with the government's Prevent requirements and the CTF's Prevent policies and procedures.
- provide full and timely information to the Bounds House team to enable coordinated Prevent reporting.

Student Support Services

The Bounds House team will:

- coordinate the applications process for each of the validating Universities and admit suitable students to programmes.
- manage the student database and give students access to Hedwig.
- manage the Student Loans process.
- manage the Student Visa process.
- provide such information and support to individual students as they can.
- support the Student Forum's active involvement .
- provide the Information Services detailed in Appendices 2 and 3.

Directors of Studies will:

- check the eligibility of applicants before applications are made.
- ensure that full applications are received by the Bounds House team in sufficient time to meet deadlines.
- Inform the Bounds House team of any changes to students' status (eg withdrawing, intermitting, extensions, changing programmes) as soon as possible.

Delivery of Programmes

The Bounds House team will:

- support the work of the Academic Oversight groups.
- prepare information for exam boards.
- ensure Oversight Groups provide an induction for new academic staff each year.
- collate and forward feedback, dealing sensitively with personal comments.
- support the marketing of programmes, especially electronically.
- support not-for-credit programmes, including summer schools.
- ensure all Institutions, including Associate Institutions, have access to information about the programmes.

Full Members will:

- provide sufficient staff presence at, and engagement with, the Academic Oversight groups of which they are members. This is expected to include Principals and Directors of Studies.
- provide sufficient staff collectively to deliver the agreed programmes, including teaching, supervision and assessment.
- Encourage, respond positively to feedback and act on it as appropriate.
- participate in academic staff development both by leading training and ensuring academic staff participate.

Other membership obligations

All Institutions have a duty of loyalty towards the Federation and as part of this they will:

- promote the CTF; it is in everyone's interests that the Federation flourishes.
- play their part in meeting the commitments in the Student Agreement.
- participate in (or, where this is not appropriate, support) Federation Worship, including encouraging student attendance.
- support initiatives for non-academic staff development; including a CTF induction for relevant new staff.
- meet their commitments in the agreed budgets and financial business plans.
- commit to making payments due to the CTF and to each other (if applicable) on time and in full.

Principals will:

- participate in the Principals' Meetings.
- take responsibility for ensuring that their staff deliver what is required of them under this Agreement.
- Attend one of the other Institution's governing body meetings, if requested.

Member institutions and associate institutions will inform the COO and the Chair of the Board at the earliest opportunity, and within 30 days, if there are any discussions within their governing bodies about the potential of failing a going concern test. The Federation and that member institution will then agree a timetable of who should be told what, limiting information on a 'need to know' principle.

Breach of Agreement

A Institution that materially breaches this Agreement may be removed from the CTF in accordance with the Articles of Association. This includes any actions, or failures to act, that jeopardise the CTF's academic agreements or registrations and thereby adversely affect one or more of the other Institutions.

Appendix 1: Membership categories and benefits

	Full Member	Associate Member
Belonging <ul style="list-style-type: none"> • Can use “a member of the Cambridge Theological Federation” • Presence on CTF website • Joint activities eg Federation Worship 	✓	✓
IT <ul style="list-style-type: none"> • cam.ac.uk email addresses for staff • cam.ac.uk web URL • Eduroam • Raven 	✓	✓
Library access <ul style="list-style-type: none"> • Reading rights in all CTF member libraries • Access to existing e-resources • Access to UL arranged 	✓	✓
Library services <ul style="list-style-type: none"> • Adding e-resources • E-resources covered by CTF copyright licence 	✓	✓
Auditing <ul style="list-style-type: none"> • Students can audit modules, subject to availability (not for credit) 	✓ Free (enrolled students) £25 for 10 cr module (others)	✓ 75% discount
Not for credit courses <ul style="list-style-type: none"> • Setting up and running not for credit courses on CTF moodle • Participating in Summer Schools • Participating in joint research projects 	✓	✓
Accredited courses <ul style="list-style-type: none"> • Able to admit your students to CTF degree programmes 	✓	
Visas <ul style="list-style-type: none"> • Apply for sponsorship of student visas 	✓	
Governance	2 votes on Members Council	1 vote on Members Council

Appendix 2: Library Services

The CTF Library Services team exists to support the information needs of the Federation's Member Institutions by facilitating access to information resources in both digital and paper form and helping users to exploit these resources.

We aim to provide efficient, effective and responsive services within the resources available to us, delivering maximum value for money and tailored as closely as possible to the diverse needs of our member institutions.

Our service is provided within office hours, Monday to Friday.

Access, circulation of stock and staffing

CTF undertakes to:

- provide access for all students and staff to the entirety of the collections of the Member Institutions, subject to the office hours of the institution;
- ensure that all readers receive a University or CTF library card as appropriate, and a user record on iDiscover;
- maintain and manage user records and ensure that mistakes are rectified swiftly when they occur;
- provide borrowing facilities either through a computerised self-issue kiosk system, or an alternative manual folder system;
- provide an e-mail based enquiry service that responds to routine enquiries in two working days (with no expectation of faster replies); and
- visit libraries weekly to collect and post books to students who have requested them and agreed to pay postage and packing.

Users undertake to:

- respect the rules governing the use of each collection or study space as communicated;
- keep study spaces, and the library environment generally, tidy and free of clutter;
- borrow and return books using the systems provided and not remove books from any library without borrowing them through the system;
- return or renew all loans prior to or on the due date;
- take appropriate care of all stock, and report any lost or damaged items to library staff;
- reshelve books once they have finished with them.

Acquisitions and cataloguing

CTF undertakes to:

- cost and procure new electronic resources and licences agreed by Oversight Groups within their budgets as economically as possible;
- procure new books requested by Member Institutions for their own collections and recharge the invoices to them;
- catalogue new acquisitions and make them available in a reasonable timescale;

Users undertake to:

- provide library staff with as much notice as possible when requesting new materials, especially for reading lists;
- provide sufficient information about the material requested to facilitate costing.

E-resources

CTF undertakes to:

- maintain subscriptions to e-resources agreed by Oversight Groups;
- provide as far as possible seamless access to e-resources both within Cambridge and remotely and to work with suppliers continuously to improve access;
- repair broken links to resources and deal with other enquiries relating to access; and
- work with the CofE's Ministry Division and others to provide access to other collections.

Users undertake to:

- report problems relating to e-access swiftly and with sufficient detail to allow for a quick response;
- ensure they abide by all licensing regulations relating to the copying and downloading of e-materials

Digitisation and live reading lists

CTF undertakes to:

- provide a live reading list uploaded to Moodle for each taught course in CTF programmes, containing as appropriate: links to the iDiscover records for printed books and journals; links to the full digitised text of copyright-cleared book chapters and journal articles via the Copyright Licensing Agency (CLA) Digital Content Store (DCS); links to the full-text of e-books where available;
- maintain a subscription to the CLA DCS service, ensuring that a full service is available at all times and troubleshooting difficulties if and as they arise;
- giving staff and students as much notice as possible if a resource included on a reading list is not available, and provide options for making it so;
- ensure that all scanned excerpts are copyright-cleared and advising staff promptly when copyright clearance is not possible;
- ensure that all reading lists are uploaded prior to a course beginning, subject to having received the list at least 2 weeks in advance;
- continuously enhance the live reading list service as new resources and means of access become available; and to work with service providers to improve the service whenever possible.

Users undertake to:

- provide reading lists to library staff in good time before the commencement of teaching and with two weeks' notice at an absolute minimum;
- ensure that all digitisation requests are based on materials that the CTF Libraries own, or to provide permission for library staff to the purchase of the item for the Member Institution;
- make themselves familiar with the digitisation request procedures and forms on the Hedwig Library pages and make use of them for all requests;
- not upload any copyright materials to Hedwig without library staff's the knowledge and approval, and to seek advice in any cases of doubt;
- provide scans that are legible and of high quality;
- ensure that all new staff make early contact with library staff to discuss their needs in the compilation of reading lists.

Induction and training

CTF undertakes to:

- ensure that guides for the use of the Library services are made available and kept updated on Hedwig;
- provide recorded library inductions for staff and students;
- supplement inductions with fortnightly online 'surgeries' for users to drop in with questions;
- provide specialist training to doctoral cohorts;
- provide an understanding among our users of which resources can be accessed and how to do so efficiently and successfully.
- provide an email enquiry service to deal with matters relating to information retrieval;
- maintain current awareness of library skills pedagogy in the UK HE sector in order to advise on evolving best practice;

Users undertake to:

- access induction and training materials;
- ensure familiarity with the information retrieval practices and skills they will need to enhance their studies;
- make use of the library enquiry service in cases of difficulty having first tried to resolve the query themselves.

SPLD users

CTF undertakes to provide a bespoke, tailored service to individual users as far as possible including extended loan periods, delivery of stock to the most accessible locations; postal loans, e-book provision, and enhanced digitisation services.

Appendix 3: IT services

Services to support the Federation

<p>Maintaining the CTF servers</p> <ul style="list-style-type: none"> • Software patches and upgrades • Security and anti virus • Hardware maintenance • Back ups • User accounts • Remote access 	<p>Maintaining Moodle</p> <ul style="list-style-type: none"> • Availability • Software patches and upgrades • User accounts • Training and support • FedNews • Maintenance of Turnitin and DCS • Development of workflows and production of end-user documentation
<p>Maintaining the current database</p> <ul style="list-style-type: none"> • Availability • Development tweaks (if any) • Training and support 	<p>Maintaining the CTF website</p> <ul style="list-style-type: none"> • Availability • Software patches and upgrades • Structural changes • Page updates (with others)
<p>Bounds House office</p> <ul style="list-style-type: none"> • Managed network • Computers (desktop and laptop) • Printers • Wireless access points • AV • VOIP telephones • Salto system • Software purchasing, installing and updating • User set up • cam.ac.uk email • email lists/aliases • Support desk • Assistance with HESA returns 	<p>Other</p> <ul style="list-style-type: none"> • Liaison with Min Div • Liaison with UIS • Student support • Set up and maintenance of library circulation machines • Disposal of WEEE

Services to support individual Institutions

CCCW, Faraday, IOCS, MBIT, Wesley, Westminster on contract

Others at hourly rates

<p>Maintaining the servers</p> <ul style="list-style-type: none"> • Software patches and upgrades • Security and anti virus • Hardware maintenance • Back ups • User accounts • Remote access 	<p>Network</p> <ul style="list-style-type: none"> • Managed network • Wireless access points • [VOIP telephones] 	<p>Office systems</p> <ul style="list-style-type: none"> • Computers (desktop and laptop) • Printers • AV • [VOIP telephones] • Salto / CCTV systems • Software purchasing, installing and updating • User set up • cam.ac.uk email • email lists/aliases • Support desk • Disposal of WEEE
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Major projects

Work for Institutions on major projects (eg office moves, installing new networks) is not generally included within the contract fee and will be quoted for when requested.