

COLLEGE CODE OF CONDUCT FOR CORPORATION MEMBERS

(Approved by the Corporation on 16 March 1995: Date of last review 15 July 2004)

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation Members, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and Principal as the Chief Executive. This Code is therefore aimed at promoting effective, well informed and accountable college governance, and is not intended to be definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, Corporation Members are recommended to familiarise themselves with the following:
- 1.2.1 the College's Instrument of Government;
 - 1.2.2 the College's Articles of Government;
 - 1.2.3 the College's Strategic Plan;
 - 1.2.4 the Financial Memorandum entered into by the College with the Council;
 - 1.2.5 Governor training materials issued by the Council or equivalent as an advisory document; and
 - 1.2.6 the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:-
 - ∃ selflessness;
 - ∃ integrity;
 - ∃ objectivity
 - ∃ accountability;
 - ∃ openness;
 - ∃ honesty; and

∃ leadership.

Appendices 1 (Responsibilities of Corporation Members), 2 (Financial Memorandum of the Council) and 3 (Powers of the Corporation) are attached to this Code for reference. They should not be read as an exhaustive statement of duties, powers or provisions, and Corporation Members should refer to the source documents listed above. If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College and for any act or omission in that capacity rests with the individual Corporation Member.

1.3 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Corporation Members may be appointed.

1.4 By accepting appointment to the Corporation, each Corporation Member agrees to accept the provisions of this Code.

2. INTERPRETATION

In this Code:-

2.1 'College' means this College;

2.2 'Council' means the Learning and Skills Council for England or any successor body;

2.3 'Corporation' means the further education corporation which was established for the purpose of conducting the College;

2.4 'Corporation Member', 'Chairman', 'Principal' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chairman of the Corporation, the Principal of the College and the Clerk of the Corporation;

2.5 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and

2.6 words importing one gender import any gender.

3. DUTIES

3.1 Corporation Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Corporation Member should act honestly, diligently and (subject to the provisions appearing in paragraph 9 of this Code relating to collective responsibility) independently. The actions of Corporation Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

- 3.2 Decisions taken by Corporation Members at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Corporation Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 3.3 Corporation Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 1.
- 3.4 Corporation Members should comply with standing orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep those standing orders under periodic review.
- 3.5 Corporation Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior postholders, it is the Chief Executive's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Corporation Members should work together so that the Corporation and the Chief Executive perform their respective roles effectively.

4. STATUTORY ACCOUNTABILITY

- 4.1 Corporation Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Council as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum is set out in Appendix 2.
- 4.2 Although the Council is the main provider of funds to the College, Corporation Members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.
- 4.3 As accounting officer for the Council its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the Council puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief

Executive of the Council, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

5. PUBLIC SERVICE VALUES

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in paragraph 1.2.6 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Corporation Member, and should underpin all decisions taken by the Corporation.

6. SKILL, CARE AND DILIGENCE

A Corporation Member should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Corporation Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chairman. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

7. POWERS

Corporation Members are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992. A summary of those powers is set out in Appendix 3. If a Corporation Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

8. CONFLICTS OF INTEREST

- 8.1 Like other persons who owe a fiduciary duty, Corporation Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 8.2 Corporation Members are reminded that under the College's Instrument of Government they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education and Employment.
- 8.3 Corporation Members are reminded that under the College's Instrument of Government they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work or goods to or for the purposes of the College or in any contract or proposed contract

concerning the College or in any other matter relating to the College or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

- 8.4 If an interest is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then the interest, financial or otherwise, should:-
- 8.4.1 be reported to the Clerk; and
 - 8.4.2 be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Corporation Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

- 8.5 Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 8.6 The Clerk will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to "interest" in paragraph 8.4 of this Code.

9. COLLECTIVE RESPONSIBILITY

- 9.1 The Corporation operates by Corporation Members taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation Members collectively and each individual Corporation Member has a duty to stand by it, whether or not he or she was present at the meeting of the Corporation when the decision was taken.
- 9.2 If a Corporation Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation Member strongly disagrees, he or she should consult the Chairman and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Corporation Member should refer to the power of the Chairman or any five Corporation Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Corporation Member's views in advance to the other Corporation Members. Alternatively,

as a final resort, the Corporation Member may decide to offer his or her resignation from office, after consulting the Chairman.

10. CONFIDENTIALITY

- 10.1 Because of the Corporation's public accountability, Corporation Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chairman.
- 10.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items, will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Corporation Members. However, staff and student Corporation Members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 10.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Corporation Members with a shared corporate responsibility for decisions. Corporation Members should keep confidential any matter which, by reason of its nature, the Chairman or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 10.4 Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chairman or, in his or her absence, the Vice Chairman. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views of other Corporation Members which have been expressed at meetings of the Corporation or its committees.

11. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Corporation is expected so that Corporation Members can perform their functions properly.

12. GOVERNANCE DEVELOPMENT

- 12.1 Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 12.2 In order to promote more effective governance, Corporation Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self evaluation.

12.3 The Corporation shall seek to ensure that all Corporation Members are appointed on merit, in accordance with an open selection procedure carried out by the College's Search Committee, and are drawn widely from the community which the College serves, having regard to provisions relating to the membership of the Corporation in the College's Instrument of Government and the need for continuity, balance and a range of appropriate skills and interests.

13 EQUALITY OF OPPORTUNITY

13.1 The Corporation supports and promotes equality of opportunity for all. Corporation Members are expected to promote equality of opportunity throughout their tenure of office.

AS A MEMBER OF THE CORPORATION I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.

Dated:

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Name of Corporation Member