



CODE OF CONDUCT FOR GOVERNORS

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CODE OF CONDUCT FOR GOVERNORS

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1. INTRODUCTION

This Code is intended as a guide for Governors (Corporation Members) to indicate the standards of conduct and accountability which are expected of them; and to enable them to understand their legal and ethical duties and to assist them in carrying out their duties and in their relationship with the Board and with the Principal.

In addition to this Code, Members are recommended to familiarise themselves with the following which will be supplied to them on appointment:

- (1) The College's Instrument and Articles of Government;
- (2) The College's Strategic Plan;
- (3) The Financial Memorandum with the Skills Funding Authority
- (4) The Seven Principles of Public Life agreed by the Committee on Standards in Public Life (Nolan Committee).

The Seven Principles of Public Life

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

2. DUTIES

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 interests.

Whatever decisions Members take at meetings of the Corporation and its Committees must be for the benefit of the College as a whole. The 'benefit of the College' is taken to mean the interests of its students and other users of the College's services and the safeguarding of public funds. In particular, Members are not appointed as 'representatives' or 'delegates' of any outside body, and may not lawfully be bound by mandates given by others.

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 2.

Corporation members should comply with standing orders to ensure the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep those standing orders under periodic review.

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 holders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Principal perform their respective roles effectively.

The Clerk's line of accountability, as its officer, is to the Corporation through the Chair. The Corporation is responsible for the appointment, dismissal and terms of employment of the Clerk. The role of the Clerk is to ensure that: the business of the Corporation is conducted smoothly and efficiently, the Corporation operates within its powers, the Corporation follows agreed and proper procedures.

3. STATUTORY ACCOUNTABILITY

Corporation Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Skills Funding Authority as a condition of receiving public funds. Each year, the SFA sets out the terms and conditions on which public funds will be paid to the College.

Although the SFA is the main provider of public funds to the College, the Corporation is also responsible for the proper use of income derived from other sources in order to meet the requirements of the relevant funding body and public audit.

The Principal, as accounting officer for the College, is directly responsible and accountable to Parliament, through the Committee of Public Accounts, alongside the Chief Executive of the SFA, to give account of the use made by the College of such funds.

4. PUBLIC SERVICES VALUES

Public service values are at the heart of the further education service. High standards of personal and corporate conduct and the recognition that students and other users of the College's services come first are a requirement of being Corporation Member.

5. SKILL, CARE AND DILIGENCE

A Member should in all work for the College exercise such skills as he/she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or

the Chair. Members should be careful to act within the terms of reference of any committees on which they serve.

6. POWERS

Members are responsible for taking decisions which are within the powers given to the Corporation by Sections 18 and 19 of the Further and Higher Education Act 1992 (Appendix 1). If a Member thinks that the Corporation is likely to exceed its power by taking a particular decision, he should immediately refer the matter to the Clerk for advice.

7. CONFLICTS OF INTEREST

Like other persons who owe fiduciary duty, 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 judgment.

Members are also reminded that under the College's Instrument of Government they must disclose to the Corporation any financial interest which 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 any other matter relating to the College or any duty which is material and which conflicts with the interests of the Corporation.

The Clerk will maintain a Register of Members' interests which is available for public inspection. Members are invited to disclose routinely to the Corporation all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Clerk will enter such interests on the Register. Members should inform the Clerk whenever their circumstances change and interests are acquired or changed.

8. COLLECTIVE RESPONSIBILITY

The Corporation operates by Members taking majority decisions at quorate meeting. Therefore a decision of the Corporation, even when it is not unanimous, is a decision taken collectively and each individual Member has a duty to stand by it, whether or not he was present at the meeting of the Corporation when the decision was taken. If a Member disagrees with a decision taken by the Corporation, he /she may request that disagreement be discussed and minuted. If the Member strongly disagrees, he/she should consult the Chair and, if necessary, then raise the matter with the Corporation at its next meeting. Alternatively, the Member may decide to offer his resignation from office, after consulting the Chair.

9. CONFIDENTIALITY

Because of the Corporation’s public accountability, Members should ensure that 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 minutes have been approved at meetings following the meetings in question.

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 circulated in confidence to Members. However, Staff and Student Members may not have access to minutes dealing with matters in respect of which they are required to withdraw from meetings under clauses of the College’s Instrument of Government.

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 Members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or the Members or the Chairs or Members of any committee are satisfied should be dealt with on a confidential basis.

Members should not make statements to media or at any public meeting relating to the proceedings of the Corporation or its Committees without first having obtained the approval of the Chair. It is unethical for Members publicly to criticize canvass or reveal the views of other Members which have been expressed at meetings of the Corporation.

10. ATTENDANCE AT MEETINGS

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

11. GOVERNANCE DEVELOPMENT

Members are encouraged to obtain a grounding in their duties and responsibilities by participating in the College’s governance induction and training. In order to promote more effective governance, Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing process of self-evaluation.

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

Name _____

Signature _____

Date _____

Summary of the Statutory Powers of the Corporation Appendix 1

These powers are known as the Corporation's "principal powers".

The principal and supplementary powers of a further education corporation are set out in sections 18 and 19 of the Further and Higher Education Act 1992. (Subsequent legislation has not fundamentally amended these powers.)

Under section 18 of the Further and Higher Education Act 1992 a further education corporation may:

(a) provide further and higher education;

(b) provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and

(c) supply goods or services in connection with their provision of education.

Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:

(a) the power to acquire and dispose of land and other property;

(b) the power to enter into contracts, including in particular, contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and

(c) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the Council (or its successor authorities), which may give its consent for particular borrowing or for borrowing of a particular class;

(e) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and

(f) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as “supplementary powers”.

Appendix 2

SUMMARY OF RESPONSIBILITIES OF CORPORATION MEMBERS

Under the College’s Articles of Government, the Corporation shall be responsible for the following key functions:

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) approving the quality strategy of the institution;
- (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
(“Senior Post” means the post of Principal and such other senior posts as the Governors may decide for the purposes of the Articles.)
- (f) setting a framework for the pay and conditions of service of all other staff.
- (g) setting the policy by which the tuition and other fees payable to the College are determined subject to any terms and conditions attached to grants, loans or other payments paid or made by the Council).

The Corporation shall not delegate the following functions:

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity of a member of staff); and
- (f) the modification or revocation of these Articles.
- (g) the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

SUMMARY OF RESPONSIBILITIES OF THE PRINCIPAL

Under the College’s Articles of Government the Principal shall be the Chief Executive of the College and shall be responsible for:

- (a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;

- (b) the determination, of the institution's academic activities and the determination of its other activities;
- (c) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

The Principal may delegate functions to the holder of any other senior post other than-

- (a) the management of budget and resources; and
- (b) any functions that have been delegated to the Principal by the Corporation.