

Introduction

The Corporation is committed to maximising the potential of all Governors and seek to develop a Governance culture that contributes to this aim through the development of appropriate policies and practices.

Purpose

This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors, 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 therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

Key Principles

This Code should not be read as an exhaustive statement of duties, powers or provisions, and Governors should refer to the source documents listed in *Appendix 7*. If a Governor 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 Governor of the College and for any act or omission in that capacity rests with the individual Governor. It applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Governors may be appointed. By accepting appointment to the Corporation each Governor agrees to accept the provisions of this Code.

Code of Conduct

This Code is a guide to the standards of conduct and accountability which are expected of Governors. It aims to promote effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

If a Governor is in any doubt about the provisions of this Code or any of the source documents listed at *Appendix 7*, the Clerk should be consulted for advice. However, ultimate responsibility for the appropriateness of conduct as a Governor of the College and for any act or omission in that capacity rests with the individual Governor.

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 Governors may be appointed.

By accepting appointment to the Corporation each Governor agrees to accept the provisions of this Code.

Interpretation

In this Code:-

'Agencies' means the Skills Funding Agency and the Education Funding Agency;

'College' means this College;

'Corporation' means the Further Education Corporation that was established for the purpose of conducting the College;

'Governor', 'Chair', 'Principal' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Principal of the College and the Clerk to the Corporation;

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

Words importing one gender import any gender.

Aims and values

'Creating Brighter Futures'.

The College's Aims & Objectives are:

- Demonstrating Outstanding Responsiveness;
- Improving the Quality and Standards of Students' Education;
- Ensuring a Safe, Healthy and Supportive environment; and
- Remaining a financially robust organisation.

The College Mission Statement together with the corporate objectives of the College agreed by the Corporation, seek to encapsulate the core purposes and aims of the College. Governors should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.

The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In

particular, the Corporation is committed to combating any discrimination within the College on the grounds of race, ethnic or national origin, religion, belief, age, disability, gender or sexuality and to the principles set out in the College Charter, copies of which are available from the Clerk.

The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

Duties

Governors 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 Governor should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

Decisions taken by Governors 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, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons.

Governors 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 3.

Governors should comply with the Standing Orders and terms of reference of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Governors must keep those Standing Orders and terms of reference under periodic review.

Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in Appendix 4. 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 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. Governors should work together so that the Corporation and the Chief Executive perform their respective roles effectively.

Statutory Accountability

Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Agencies 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 5.

Although the Agencies are the main provider of funds to the College, Governors 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.

As accounting officer for the Agencies, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the College 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 Executives of the Agencies, 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.

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 the Schedule and *Appendix 1* of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Governor, and should underpin all decisions taken by the Corporation.

Skill care and diligence

A Governor 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 Governors act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chair.

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

Powers

Governors 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. This was amended with additional freedoms granted in the Education Act 2011. A summary of those powers is set out in Appendix 6. If a Governor 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.

Conflicts of interest

Like other persons who owe a fiduciary duty, Governors 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.

Governors are reminded that under the College's Instrument of Government they must not acquire or hold any interest in any property held or used for the purposes of the College 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.

Governors 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 to the College or the supply of goods 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 other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

If an interest of any kind (including an interest of a spouse or partner of a Governor or of a close relative of the Governor or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgement, then:

- the interest, financial or otherwise, should be reported to the Clerk;
- the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;

- if the Governor concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:
 - a. not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
 - b. withdraw from that Corporation or committee meeting where required to do so by a majority of the members of the Corporation or committee present at the meeting.

In these circumstances "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

Governors 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 *exceeding* £50 should immediately be reported to the Clerk.

The Clerk will maintain a Register of Governors' Interests which will be open for public inspection. Governors 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. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning of "Interest" described above.

Collective responsibility

The Corporation operates by Governors 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 Governors collectively and each individual Governor 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.

If a Governor disagrees with a decision taken by the Corporation his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or any five Governors under the College's Instrument of

Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Governor's views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

Openness and confidentiality

Because of the Corporation's public accountability, and the importance of conducting its business openly and transparently, Governors 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 Chair.

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 Governors. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Governors must also consider the College's publication scheme issued under the Freedom of Information Act 2000.

However, staff and student Governors 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.

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

Governors 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 Chair or, in his or her absence, the Vice Chair. It is unethical for Governors publicly to

criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Corporation or its committees.

Complaints

In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place. Under the Charter for Further Education students, employees and other third parties have a right to make a complaint to the Agencies in respect of the College or of any of its decisions, and this right is referred to in the College's relevant complaints and disciplinary procedures. Copies of these procedures can be obtained from the Clerk.

Attendance at meetings

A high level of attendance at meetings of the Corporation is expected and is one of the Performance Indicators reviewed on an annual basis, so that Governors can perform their functions properly.

Governance development

The Corporation shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community having regard to provisions relating to the membership of the Corporation in the College's Instrument of Government, the need to combat discrimination and to promote equality (as defined by the nine protected characteristics in the Equality Act 2010) , and the need to ensure a range of appropriate skills and interests.

Governors 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.

In order to promote more effective governance, Governors 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.

Approval and review

This policy was approved by Corporation on 25th September 2014.

An Equality Impact Assessment was completed on this policy on 10th September 2013.

This policy will be reviewed by the Clerk of Governors in August 2015 for recommendation to and approval by the Corporation.

This policy is owned by the Clerk to the Corporation who is responsible for ensuring the policy is updated and fit for purpose.

Any queries relating to this policy should be raised initially with the Clerk of the Corporation or if preferred directly with the Chair of the Corporation for advice and guidance.

APPENDIX 1

The Seven Principles of Public Life

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996.

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.

APPENDIX 2

Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005.

Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users.

- Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
- Making sure that users receive a high quality service;
- Making sure that taxpayers receive value for money.

Good governance means performing effectively in clearly defined functions and roles.

- Being clear about the functions of the Corporation;
- Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
- Being clear about relationships between the Governors and the public.

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour.

- Putting organisational values into practice;
- Individual Governors behaving in ways that uphold and exemplify effective governance.

Good Governance means taking informed, transparent decisions and managing risk.

- Being rigorous and transparent about how decisions are taken;
- Having and using good quality information, advice and support;
- Making sure that an effective risk management system is in operation.

Good governance means developing the capacity and capability of the Corporation to be effective.

- Making sure that appointed and elected Governors have the skills, knowledge and experience they need to perform well;
- Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
- Striking a balance, in the membership of the Corporation, between continuity and renewal.

Good governance means engaging stakeholders and making accountability real.

- Understanding formal and informal accountability relationships;
- Taking an active and planned approach to dialogue with accountability to the public;
- Taking an active and planned approach to responsibility to staff;
- Engaging effectively with institutional stakeholders.

APPENDIX 3

Summary of Main Responsibilities of Governors under the Articles of Government Responsibilities

Under the College's Articles of Government the Corporation shall be responsible:

- for the determination of the educational character and mission of the institution and for oversight of its activities;
- for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- for approving annual estimates of income and expenditure;
- for 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 as a member of staff;
- for setting a framework for the pay and conditions of service of all other staff, and
- for 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 Funding Agency (s));
- for approving the quality strategy of the Institution.

"Senior Post" means the post of Principal and such other senior posts as the Governors may decide for the purposes of the Articles.

Responsibilities which must not be delegated

The Corporation shall not delegate the following functions:-

- the determination of the educational character and mission of the institution;
- the approval of the annual estimates of income and expenditure;
- the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- the appointment of the Principal or holder of a senior post (although a sub-committee of the Corporation may be formed for this purpose);
- the appointment or dismissal of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's

appointment or, subject to Article 17, dismissal in the capacity as member of staff);

- the modifying or revoking of the Articles of Government;

and the Corporation may not delegate:

- the consideration of the case for dismissal;
- 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.

The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of “reserved” responsibilities.

APPENDIX 4

Summary of main responsibilities of the Principal under the Articles of Government.

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

- making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;
- the determination, of the institution's academic activities and the determination of its other activities;
- 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;
- the organisation, direction and management of the institution and leadership of the staff;
- 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
- 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.

APPENDIX 5

Summary of Main Provisions of the Financial Memorandum of the Agencies

The Financial Memorandum sets out the general conditions under which the Chief Executive of the Skills Funding Agency (SFA) provides funding to Further Education Corporations. The Financial Memorandum is set out in two distinct parts:

- Part 1 – Describes the general conditions of funding.
- Part 2- Gives the annual allocation and conditions applicable to the delivery of education and training.

The Financial Memorandum (Part 1) (March 2012) was revised to align with the Education Act 2011.

The Education Funding Agency has not indicated whether or not it's funding of 16-19 provision in FE Colleges will be covered by the same framework as the SFA's Financial Memorandum.

Responsibilities

The Corporation is responsible for:

- determining the educational character and mission of the College and for oversight of its activities;
- ensuring the solvency of the College and the safeguarding of the College's assets, in particular the Corporation must receive at least termly a report that reviews the College's financial position;
- appointing, grading, suspending, dismissing and determining the pay and conditions of service of the Principal and other senior postholders;
- setting a framework for the pay and conditions of service of all other staff;
- ensuring that the financial, planning and other management controls, including controls against fraud and theft, required by the College are appropriate and sufficient to safeguard public funds;
- approving the appointment of external auditors and an internal audit service;
- securing the efficient, economical and effective management of all the College's resources and expenditure, capital assets and equipment and staff, so that the investment of public funds in the College is not put at risk;
- ensuring that appropriate financial considerations are taken into account at all stages in reaching decisions and in their execution,

- planning and conducting the College's financial and academic affairs so that its total income is not less than sufficient, taking one year with another, to meet its total expenditure;
- making appropriate arrangements to appoint a Clerk with the necessary expertise to fulfil the duties of the post;
- approving an annual budget at the start of each financial year,
- determining tuition fees;
- approving rules and procedures relating to staff grievances, conduct, suspension, dismissal and appeals;
- approving the students' union constitution and rules relating to the conduct of students;
- acting within the powers given in sections 18 and 19 of the 1992 Act (see Appendix 6 to this Code) with amendments from the Education Act 2011.

Within this framework the Corporation must require the Principal to take personal responsibility, which may not be delegated, for ensuring the proper and effective operation of the financial, planning and management controls of the College, and for giving effect to the Corporation's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure.

With regard to the Clerk, the Corporation should specify the procedures which the Clerk and the Corporation should follow if the Corporation acts inappropriately or beyond its powers.

APPENDIX 6

Summary of the Statutory Powers of the Corporation

Principal powers

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:-

- provide further and higher education;
- 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
- supply goods or services in connection with their provision of education.

Supplementary powers

Under section 19 of the 1992 Act, with additional freedoms granted by the Education Act 2011, 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:-

- The power to acquire and dispose of land and other property;
- The power to enter into contracts, including in particular:
 - (i) 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
 - (ii) contracts with respect to the carrying on by the Corporation of any such activities;
- Subscribe for or otherwise acquire shares in or securities of a company;
- 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 or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st April 1993) 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;

- The power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- The 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 the 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.

Appendix 7

List of source documents

The College's Instrument of Government;
The College's Articles of Government;
The Standing Orders and Terms of Reference of the Corporation and its committees;
The Financial Memorandum entered into by the College with the Agencies;
The College's Mission Statement and corporate objectives;
The College's Strategic Plan;
The strategic plans of the College's local Agencies;
The principles laid down by the Committee on Standards in Public Life (Nolan Committee);
The Audit Code of Practice issued by the Agencies;
The Combined Code on Corporate Governance;
The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard);
'The College Governor' issued by the Agencies as an advisory document or its equivalent; and
The Governor Training Materials' (2002) issued by the Learning and Skills Council as advisory documents or their equivalent.

CODE OF CONDUCT FOR CORPORATION MEMBERS

As a Member of the Corporation, I agree to observe this Code of Conduct to the best of my abilities.

Date: Signed:
.....

