

**Title:** **Code of Conduct for Corporation Members**

**Reviewed by:** Head of Governance

**Approved by:** Governance & Search Committee  
Corporation on 16 December 2019

**Date of next review:** November 2022

**Associated documents/policies:** Corporation Instrument & Articles of Government  
Corporation Standing Orders  
College Register of Interests Form  
Gifts & Hospitality Policy

---

## **Contents**

Introduction	2
Duties	2
Appendix A Corporation's Responsibilities	4
Appendix B The Nolan Principles of Public Life	5

## **1 Introduction**

- 1.1 The Code is intended, as a guide, to provide Governors with clear guidance as to their standards of behaviour, responsibilities and best practice in fulfilling their obligations. The Code applies to members of the Corporation.
- 1.2 The Corporation is an exempt Charity whose principal regulator is the Secretary of State for Education. Corporation members are charity trustees and as such owe a fiduciary duty to the College. They must act honestly, diligently and independently.
- 1.3 In addition to this Code, Governors should familiarise themselves with the following documents:
- The Corporation's Instrument and Articles of Government (main responsibilities are set out in Appendix A)
  - The Corporation's Standing Orders
  - Financial Reporting Requirements (College Financial Planning Handbook)
  - The ESFA Post-16 Audit Code of Practice
  - The College's Strategic Plan, mission statement, values and strategic objectives
  - The College's Strategic Risk Register
  - Seven Nolan Principles of Public Life which provide an ethical framework for the personal behaviour of Governors (Appendix B)

Copies of the above can be obtained from the Head of Governance and are also on the Board Portal.

- 1.4 By accepting appointment as a member of the Corporation, each Governor agrees to accept the provisions of this Code.

## **2 Duties**

- 2.1 Governors are expected to:
- a) Support the aims, objectives and values of the College and promote the interests of the College and its students in the wider community;
  - b) Work co-operatively with other Governors in the best interests of the College;
  - c) Acknowledge that differences of opinion may arise in discussion of issues and understand that a decision of the Board of Governors, even when it is not unanimous, is a decision taken by the Board of Governors collectively and each Governor has a duty to stand by it, whether or not they were present at the meeting when the decision was taken;

- d) Base his or her view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views;
- e) Acknowledge that, as an individual Governor, he or she has no legal authority outside the meetings of the Corporation and its committees;
- f) Understand that an individual Governor does not have the right, other than through the Chair and with the Corporation's agreement, to make statements or express opinions on behalf of Governors;
- g) Recognise their fiduciary duty to the College. They should not use the position of Governor to benefit themselves or other individuals or agencies; all gifts, hospitality or other benefits should be declared and a Governor should ensure these are not seen to compromise their personal judgement or integrity;
- h) Declare openly and immediately any personal conflict of interest, whether financial or otherwise, arising from a matter before the Governors or from any other aspect of governorship which conflicts or may conflict with the interests of the Corporation;
- i) Disclose routinely (normally annually) to the Corporation all business interests, financial or otherwise, which they may have;
- j) Respect the confidentiality of those items of business which the Corporation agrees should remain confidential;
- k) Take or seek opportunities to enhance his or her effectiveness as a Governor through participation in training and development programmes and by increasing his or her own knowledge of the College;
- l) Give priority to attendance at meetings of the Corporation and its committees so that the Governing Body can perform its functions properly;
- m) Show commitment to equality and diversity, and safeguarding;
- n) Have regard to his or her broader responsibilities as a Governor of a public institution, including the need to promote public accountability for the actions and performance of the Corporation.

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

**Article 3**

3.1 **The Corporation** shall be responsible for the following functions:

- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- aa) publishing arrangements for obtaining the views of staff and students on 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
- f) setting a framework for the pay and conditions of service of all other staff.

### The Nolan Principles of Public Life

(taken from the Report of the Nolan Committee on Standards in Public Life)

<b>Selflessness</b>	Holders of public office should act 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.
<b>Integrity</b>	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.
<b>Objectivity</b>	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.
<b>Accountability</b>	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.
<b>Openness</b>	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.
<b>Honesty</b>	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.
<b>Leadership</b>	Holders of public office should promote and support these principles by leadership and example.