

Title	CODE OF CONDUCT FOR CORPORATION MEMBERS
Date Approved	February 2014
Approved by	The Corporation
Next Review Date	September 2015
Executive Lead	Clerk
Accessible To	All

1 INTRODUCTION

This Code is a statement of 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. It should be read in conjunction with the Standing Orders and the source documents listed in them

If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted. 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.

This Code applies to every member of a board, 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. It also applies to those persons appointed to the Register of Expertise as advisors.

2 INTERPRETATION

Throughout this code "Corporation Member" or "Members" may be substituted by "Governor" or "Governors" and "Corporation" by "Governing Body" as appropriate.

'Agency' means the Skills Funding Agency or any successor body;

'College' means this College;

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

'Corporation Member', 'Chair', 'Chief Executive' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Chief Executive of the College and the Clerk to the Corporation;

'Foundation Code' means the English Colleges' Foundation Code issued by the Association of Colleges in November 2011;

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

Words importing one gender import either gender.

3 AIMS

Our Vision is to be the bridge to the future, for individuals, communities and organisations, inspiring success and enriching lives. The Vision statement together with the corporate objectives of the College agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Corporation Members, should have due regard to these 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, customers and the wider community.

4 DUTIES

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 independently, whilst adhering to Collective Responsibility. 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.

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.

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.

The Corporation must comply with the AoC Foundation Code of Governance adopted by the Board in 2012.

Corporation Members 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.

5 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 Agency as a condition of receiving public funds.

Although the Agency 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.

The Principal, as accounting officer for the College, is 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 funding body, 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.

Corporation Members should refer to the Clerk for advice relating to the Governance functions.

6 PUBLIC SERVICE VALUES

High standards of personal and corporate conduct, based on the principles set out in Appendices 1 and 2 of this Code are expected and should underpin all decisions taken by the Corporation.

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

8 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, as amended. 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.

9 COLLECTIVE RESPONSIBILITY & OPENESS AND CONFIDENTIALITY

Corporation Members should refer to Standing Orders

10 GOVERNANCE DEVELOPMENT

Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's Governance Induction process and training programmes. Governors should partake in at least one Governor Development event each year and are recommended to attend at least one Learning Walk per year.

11 GOVERNOR RECRUITMENT

The Corporation shall seek to ensure that all Corporation Members are appointed on merit; in accordance with an open selection procedures carried out by the Search Committee, and are drawn widely from the community which the College serves, so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the College's Instrument and Articles of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Corporation carries out its functions under the College's Articles of Government.

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

1. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 1.2 Making sure that users receive a high quality service;
 - 1.3 Making sure that taxpayers receive value for money.
2. **Good governance means performing effectively in clearly defined functions and roles**
 - 2.1 Being clear about the functions of the governing body;
 - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 2.3 Being clear about relationships between the governors and the public.
3. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 3.1 Putting organisational values into practice;
 - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
4. **Good Governance means taking informed, transparent decisions and managing risk**
 - 4.1 Being rigorous and transparent about how decisions are taken;
 - 4.2 Having and using good quality information, advice and support;
 - 4.3 Making sure that an effective risk management system is in operation.

- 5. **Good governance means developing the capacity and capability of the governing body to be effective**
 - 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
 - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
 - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.

- 6. **Good governance means engaging stakeholders and making accountability real**
 - 6.1 Understanding formal and informal accountability relationships;
 - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
 - 6.3 Taking an active and planned approach to responsibility to staff;
 - 6.4 Engaging effectively with institutional stakeholders.

Signed:

Print Name:

Date: