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## Corporation Code of Conduct

### 1. Introduction to the Code

- 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 the Principal and CEO as Chief Executive of the College. This Code seeks to promote effective, well informed and accountable college governance, and is not a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to the Code, Corporation members are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 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 of omission in that capacity rests with the individual Corporation member.
- 1.4 This Code applies to every Committee of the Corporation and to every subsidiary company or joint venture of the College to which Corporation members may be appointed.
- 1.5 By accepting appointment to the Corporation, each Corporation member agrees to accept the provisions of this Code.
- 1.6 Each corporation member by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a member in accordance with clause 11 of the Corporation's Instrument and Articles of Government.
- 1.7 This Code also applies to co-opted members appointed by the Corporation.

### 2. Code Details

#### 2.1 *Interpretation – in this Code:*

- 2.1.1 'Agency' means the Education and Skills Funding Agency (ESFA) or any successor body;
- 2.1.2 'College' means the College;
- 2.1.3 'College Mission Statement' means the statement set out at paragraph 2.2.2 of this Code or such other mission statement as may be agreed by the Corporation from time to time;
- 2.1.4 'College Core Values' means those Core Values set out at paragraph 2.2.3 of this Code or such other core values as may be agreed by the Corporation from time to time;
- 2.1.5 "Committee means where the context so requires any sub-committee or task and finish group appointed by the Corporation.
- 2.1.6 'Corporation' means the Corporation of West Suffolk College being a Further Education Corporation established as an independent charitable body under the Further and Higher Education Act 1992.
- 2.1.7 'Corporation member', 'Chair', 'Principal and CEO' and 'Clerk' mean respectively the member of the Corporation of the College, (which shall include a person co-opted by the Corporation) the Chair of the Corporation, the Principal and CEO of the College and the Clerk to the Corporation.

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- 2.1.8 'DfE' means the Department for Education;
- 2.1.9 All other definitions have the same meanings as given in the College's Instrument and Articles of Government; and
- 2.1.10 Words importing one gender import any gender.

## 2.2 *Aims and Values*

- 2.2.1 The College's vision is to deliver outstanding and inspirational education across the Eastern Region by working together.
- 2.2.2 The College's Mission Statement is to deliver outstanding education that inspires individual excellence and powers our economy.
- 2.2.3 We will foster in students and staff:
  - Resilience
  - Curiosity
  - Optimism
  - Ambition
  - Ownership
  - Self-control
  - Respect
- 2.2.4 The College Vision and Mission Statements 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 purposes and aims and to the College's core values when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 2.2.5 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 BIS's Charter for Further Education and in the College's own Equality and Diversity Policy, copies of which are available in the College's procedure manual (01.04.01).
- 2.2.6 The Corporation encourages the expression of, and will take into account, the views of its students on all matters pertaining to the College
- 2.2.7 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.

## 2.3 *Duties*

- 2.3.1 Corporation members owe a fiduciary duty to the College. This requires that they should show it the highest loyalty and act in good faith and in its best interests. Each Corporation member should act honestly, diligently and (subject to the provisions appearing in paragraph 2.9 of this Code relating to collective responsibility) independently. The actions of Corporation members should promote and protect the

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good reputation of the College and the trust and confidence of those with whom it deals.

- 2.3.2 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.
- 2.3.3 Corporation members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Corporation and its Committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Corporation members must keep Standing Orders and Terms of Reference under periodic review.
- 2.3.4 Corporation members should always have regard to the different, but complementary, responsibilities given to the College's Principal and CEO. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and CEO and any other senior post holders, it is the Principal and CEO'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 Principal and CEO perform their respective roles effectively.
- 2.3.5 Corporation members should refer to the Clerk for advice relating to the governance functions and have regard to the Clerk's independent advisory role.

## 2.4 *Statutory Accountability*

- 2.4.1 Corporation members are collectively responsible for observing the duties set out in the Financial Memorandum which the College entered into with the Agency as a condition of receiving public funds.
- 2.4.2 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 Education and Skills Funding Agency (ESFA) and European Social Fund (ESF) 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.
- 2.4.3 As accounting officer for the Agency, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the Agency puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal and CEO, 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 and CEO may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the Agency, 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

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ensuring that the College is conducted in accordance with the Education Acts and the general law.

## 2.5 *Public Service Values*

2.5.1 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 Annexes 1 and 2 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.

## 2.6 *Skill, Care and Diligence*

2.6.1 A Corporation member should in all his work for the College exercise such skill as he possesses and such care and diligence as would be expected from a reasonable person in such 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 Committee on which they serve.

## 2.7 *Powers*

2.7.1 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. If a Corporation member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he should immediately refer the matter to the Clerk for advice.

## 2.8 *Conflicts of Interest*

2.8.1 Corporation members should avoid putting themselves in a position where there may be a conflict (actual or potential) between their personal interests and their duties to the Corporation or their ability to exercise independent judgement.

2.8.2 Corporation members 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 purpose 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 BIS.

2.8.3 Corporation members are reminded that under the College's Instrument of Government and the general law 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.

2.8.4 If an interest of any kind (including an interest of a spouse or partner of a Corporation member or of a close relative of the Corporation member or his or her partner or

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- spouse) 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:
- 2.8.4.1 The interest, financial or otherwise, should be reported to the Clerk;
  - 2.8.4.2 The nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
  - 2.8.4.3 If the Corporation member 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 shall:
    - (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 as the case may be present at the meeting.
  - 2.8.4.4 This paragraph applies to a member who
    - (a) Has any financial interest in –
      - i. The supply of work to the institution, or the supply of goods for the purposes of the institution;
      - ii. Any contract or proposed contract concerning the institution; or
      - iii. Any other matter relating to the institution; or
    - (b) Has any other interest of a type specified by the Corporation in any matter relating to the institution.
  - 2.8.4.5 The clauses above shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
  - 2.8.4.6 The provisions of the paragraphs above shall not prevent members who are also Trustees or Members of Suffolk Academies Trust from participating in the consideration of, counting towards the quorum or in participating in any vote relating to Suffolk Academies Trust provided always that such members shall not have a financial interest in such matters as detailed at paragraph (2) of this clause.
  - 2.8.5 For the purposes of clause 2.8.4 "close relative" includes but is not limited to parent grandparent sibling child grandchild and step parent/ grandparent/ sibling/ child or grandchild.
  - 2.8.6 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.
  - 2.8.7 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 when their circumstances change and

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interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation members should have regard to the meaning of “interest” in paragraphs 2.8.4 and 2.8.5 of this Code.

## 2.9 *Collective Responsibility*

2.9.1 The Corporation operates by Corporation members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video conference and by alternative methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles of Government. 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.

2.9.2 If a Corporation member disagrees with a decision taken by the Corporation, his first duty is to have any disagreement discussed and minuted. If the Corporation member strongly disagrees, he should consult the Chair 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 Chair 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 Chair.

## 2.10 Openness and Confidentiality

2.10.1 Because of the Corporation’s public accountability and the importance of conducting its business openly and transparently, 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 available in accordance with the College’s Access to Governance Information Policy set forth in Annexe 3 of this Code and its Freedom of Information Procedure (01.27.01). There will be occasions when the record of discussion and decisions will not be made available for circulation; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be marked as confidential and circulated in confidence to Corporation members. 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 being confidential or, if this is not possible, such items should be regularly reviewed to consider whether the public interest disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Corporation members also consider the College’s Procedure issued under the

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Freedom of Information Act 2000 and the College's Access to Governance Information Policy set forth in Annexe 3 of this Code.

- 2.10.2 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.
- 2.10.3 It is important that the Corporation, its Committees and Sub Groups 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 matters which, by reason of its nature, the Chair or members of any Committee are satisfied should be dealt with on a confidential basis.
- 2.10.4 Corporation members should not make statements to the press or media, or at any public meeting, relating to the proceedings of the Corporation without first having obtained the approval of the Chair or, in his absence, the Vice Chair. It is unethical for Corporation members to criticise, canvass or reveal the views of other Corporation members publicly that have been expressed at meetings of the Corporation or its Committees.

## 2.11 *Complaints*

- 2.11.1 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 and reviewed regularly. Corporation members 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.
- 2.11.2 Under the Charter for Further Education, students, employees and other third parties have a right to make a complaint to the Agency in respect of the College or any of its decisions and this right is referred to in the College's Complaints (01.08.01) and Whistle Blowing (01.15.01) procedures. Corporation members in particular are reminded that under the Agency's Procedure for dealing with complaints about Providers of Education and Training, the Agency:
- Must investigate all allegations or irregularity (unlawful or unethical conduct), financial malpractice, equality and diversity issues and health and safety risks to staff, learners or the public;
  - Can investigate quality or management or learning provision, undue delay or non-compliance with published procedures, poor administration by the Provider, equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the court or tribunal or other organisations), health and safety concerns and complaints made by students following HE courses in FE Colleges.

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## 2.12 *Attendance at meetings*

2.12.1 A high level of attendance at meetings of the Corporation is expected so that Corporation members can perform their functions properly. The target attendance is at least 85% at Corporation meetings and 75% for Committee meetings. Further information is contained in the Guidance on Expectations for Governors Attendance set forth in Annexe 4 of this Code.

## 2.13 *Governance Development*

2.13.1 The Corporation will seek to ensure that all Corporation members are appointed on merit, in accordance with an open selection procedure carried out by the appointed Committee for that purpose, 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 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 function under the College's Articles of Government.

2.13.2 Corporation members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes.

2.13.3 In order to promote more effective governance, Corporation members will carry out an annual review of performance of the Corporation of its duties and responsibilities, as part of a continuing process of self-evaluation.

## *Annexes*

*Annexe 1 – The Seven Principles of Public Life*

*Annexe 2 – Six Core Principles of Good Governance*

*Annexe 3 – Access to Governance Information Policy*

*Annexe 4 – Guidance on Expectations for Governors Attendance*