

## **COLLEGE CODE OF CONDUCT FOR SWINDON COLLEGE GOVERNORS**

(Made by the Governing Body on 13 May 2008 and revised on 5 October 2010)

### **1. INTRODUCTION**

- 1.1 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 Governing Body 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.
- 1.2 In addition to this Code, governors are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 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 Member.
- 1.4 This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which Members may be appointed.
- 1.5 By accepting appointment to the Governing Body, each Governor agrees to accept the provisions of this Code.

### **2. INTERPRETATION**

In this Code:-

- 2.1 'Agency' means the Skills Funding Agency or any successor body;
- 2.2 'College' means this College;
- 2.3 'College Mission Statement' means the statement set out in paragraph 3.1 of this Code or such other mission statement as may be agreed by the Board from time to time;
- 2.4 'College Core Values' means those Core Values set out at paragraph 3.2 of this Code or such other core values as may be agreed by the Board from time to time.

- 2.5 'Corporation' means the further education corporation which was established for the purpose of conducting the College;
- 2.6 'Corporation Member', '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 of the Corporation;
- 2.7 'DBIS' means the Department for Business, Innovation and Skills;
- 2.8 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and
- 2.9 words importing one gender import any gender.

### 3. **AIMS AND VALUES**

- 3.1 The College's Purpose is encapsulated in its Mission and Core Values set out below:

#### Mission

*To deliver high quality vocational teaching and learning that meets the needs of the local community and inspires success.*

- 3.2 Core Values

- *Creating a learner centred environment*
- *Exceeding expectations*
- *Value and respect for all*
- *Collaboration with our local community and businesses*
- *Being flexible, innovative and forward thinking*

- 3.3 The Purpose statement together with the corporate objectives of the College agreed by the Board from time to time seek to encapsulate the core purposes and aims of the College. Members, should have due regard to this purpose when conducting the business of the College and considering the activities and proposed activities of the College.

- 3.4 The Board 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 Governing Body 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 DBIS's Charter for Further Education and in the College's own Charter, copies of which are available from the Clerk.

- 3.5 The Governing Body 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.

#### 4. **DUTIES**

- 4.1 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 members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 4.2 Decisions taken by members at meetings of the Board 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, members must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 4.3 Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Governing Body 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.
- 4.4 Members should comply with the Standing Orders and terms of reference of the Governing Body and its committees to ensure that the Board conducts itself in an orderly, fair, open and transparent manner. Members must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Members 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 Board's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Board's decisions, and to manage the College's affairs within the budgets and framework fixed by the Board. Members should work together so that the Governing Body and the Principal as Chief Executive perform their respective roles effectively.

4.6 Members should refer to the Clerk for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Clerk's independent advisory role.

## 5. **STATUTORY ACCOUNTABILITY**

5.1 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. A summary of some of the more important requirements of the Financial Memorandum is set out in Appendix 5.

5.2 Although the Agency is 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.

5.3 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, 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 Executive of Skills Funding, to give an account of the use made by the College of such funds. The Board 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.

## 6. **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 Appendices 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 Member, and should underpin all decisions taken by the Governing Body.

## 7. **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 members act as agents of the College, for example, when functions are delegated to a committee of the Governing

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

## 8. **POWERS**

Members are responsible for taking decisions which are within the powers given to the Governing Body by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992. A summary of those powers is set out in Appendix 6. If a Member thinks that the Board 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. **CONFLICTS OF INTEREST**

9.1 Like other persons who owe a 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 College. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 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 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 Business, Innovation and Skills.

9.3 Members are reminded that under the College's Instrument of Government and the general law they must disclose to the Governing Body 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 Governing Body.

9.4 If an interest of any kind (including an interest of a spouse or partner of a Member or of a close relative of the Member 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 Member's independent judgement, then:-

9.4.1 the interest, financial or otherwise, should be reported to the Clerk;

9.4.2 the nature and extent of the interest should be fully disclosed to the Board before the matter giving rise to the interest is considered;

9.4.3 if the 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 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 Board or committee meeting where required to do so by a majority of the [Members of the Corporation\*] or committee present at the meeting.

9.5 For the purposes of clause 9.4 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

9.6 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.

9.7 The Clerk will maintain a Register of Members Interests which will be open for public inspection. Members must disclose routinely to the Governing Body all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given to "interest" in paragraphs 9.4 and 9.5 of this Code.

## 10. **COLLECTIVE RESPONSIBILITY**

10.1 The Board operates by Members taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.

10.2 If a Member disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the Member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the Member should refer to the power of the Chair or any five Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Member's views in advance to

the other Members. Alternatively, as a final resort, the Member may decide to offer his or her resignation from office, after consulting the Chair.

## 11. OPENNESS AND CONFIDENTIALITY

- 11.1 Because of the Board's public accountability [*and the importance of conducting its business openly and transparently*], Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board 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 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 Board 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 Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000.
- 11.3 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.
- 11.4 It is important that the Governing Body 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 members of any committee of the Board are satisfied should be dealt with on a confidential basis.
- 11.5 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board 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 Members publicly to criticise, canvass or reveal the views of other Members which have been expressed at meetings of the Board or its committees.

## 12. COMPLAINTS

- 12.1 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. 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.
- 12.2 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 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.* Members in particular are reminded that under the Agency's Procedure for dealing with complaints about Providers of Education and Training (April 2010) the Agency:
- *must* investigate all allegations of 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 of 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 tribunals or other organisations), health and safety concerns and complaints made by learners following HE courses in FE colleges.

## 13. ATTENDANCE AT MEETINGS

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

## 14. GOVERNANCE DEVELOPMENT

- 14.1 The Board shall seek to ensure that all Members are appointed on merit, in accordance with an open selection procedure carried out by the Governing Body's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Board should have regard to the provisions relating to the membership of the Board 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 functions under the College's Articles of Government.

- 14.2 Members 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.
- 14.3 In order to promote more effective governance, Members will carry out an annual review of the performance by the Governing Body of its duties and responsibilities, as part of a continuing and critical process of self-evaluation.