



Bexhill 6th Form College

CODE OF CONDUCT FOR BEXHILL COLLEGE CORPORATION

Reviewed & Approved by Search Committee: **MAY 2019**
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CODE OF CONDUCT FOR CORPORATION MEMBERS

Introduction

The Code of Conduct is intended as a guide to 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 in carrying out those duties. Governors should promote and support these principles by leadership and example.

This Code is not intended to be a definitive or authoritative statement of the law or good practice. All Governors should familiarise themselves with the following documents:

- The College's Instrument & Articles of Government
- The Standing Orders and Terms of Reference of the committees
- The College's Strategic Plan, encompassing the College's Vision, Mission Statement and Strategic Objectives

It is recommended that Governors are familiar with:

- The Conditions of Funding Agreement [and the Financial Memorandum] entered into by the College with the ESFA
- The Post-16 Audit Code of Practice issued by the ESFA

This Code applies to every committee or working party of the Corporation.

Aims

This Code of Conduct aims to ensure that all Governors understand their role as members of the Colleges Corporation and understand that:

1. All Governors should support the Vision, Mission and Strategic Objectives of the College and commit to promoting the interests of the College and its students in the wider community.
2. All Governors understand their role as part of the Corporation which recognises its obligations to all those with whom it and/or the College has dealings including students, employees, suppliers, other educational institutions and the wider community.
3. The Corporation is committed to combating any discrimination within the College on the grounds of characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act.
4. The Corporation gives due regard to its duty under the Education Act 1986 to take reasonable steps to ensure the freedom of speech for members of the College community and visiting speakers under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.
5. The Corporation is committed to ensuring that it conducts its business in accordance with the highest ethical standards.
6. Decisions made by Governors must promote equality and diversity in accordance with the College's Equality, Diversity & Inclusion Policy and equalities legislation.

Duties

7. Governors are in the position of charity trustees and, as such, 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.
8. Governors should work co-operatively with other Governors and co-opted committee members in the best interests of the College at all times. Each Governor should act honestly, diligently and 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.
9. Governors must familiarise themselves with and observe the provisions and responsibilities given to the Corporation within the College's Instruments & Articles of Government including the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office.
10. Governors should comply with the Standing Orders and Terms of Reference of the Committees, in order to ensure that the Corporation conducts itself in an orderly, fair and open manner. (Standing Orders and Terms of Reference are subject to periodic review).
11. Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive including the responsibilities given to the Principal by Article 3 of the College's Articles of Government.
12. Governors are collectively responsible for observing the duties set out in the Conditions of Funding Agreement [and the Financial Memorandum] which the College has entered into with the ESFA as a condition of receiving public funds. A summary of some of the more important requirements of the Funding Agreement and the Financial Memorandum is set out at Appendix 1.
13. In addition to funds provided by the ESFA, 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).

Public Service Values

14. Governors should act in accordance with the standards expected of public office (the Nolan Principles). Appendix 2 provides an overview of the Nolan Principles.
15. Governors should comply with the Requirements of Good Governance, as defined by the Independent Commission on Good Governance in Public Services. Appendix 3 provides an overview of the Requirements.

Skill, Care and Diligence

16. Governors should exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances in all their work for the College. This would be particularly relevant when Governors act as agents for the College, for example when functions are delegated to a committee of the Corporation or to the Chair.
17. Governors representing the College at events i.e. Governors' Mornings or College social events, should abide by the protocols for the event.
18. Governors must adhere to the College's Child Protection and Safeguarding Policy and ensure the Clerk and Principal are notified when a request is made to attend the College. When on the premises, Governors should sign in and wear their ID badge at all times.

Powers

19. Governors are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 33E and 33F of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009 and the Education Act 2011. A summary of those powers is set out at Appendix 4.
20. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Clerk for advice.

Conflicts and Declarations of Interest

21. Governors should declare openly and immediately any personal conflict of interest arising from a matter. An interest does not have to be financial for the purposes of disclosure. If it is likely to, or if publicly known 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 and/or declared in meetings.
22. Guidance for managing Conflicts and Declarations of Interest is set out in the Conflicts and Declarations of Interests Policy.

Collective Responsibility

23. The Corporation operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by video-conference and by alternative methods such as Written Resolutions (as provided for within the Instrument & Articles). Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation members collectively and each individual Governor has a duty to stand by it, even if they have voted against it, abstained from voting or were absent when the decision was taken. It follows that all Governors are bound by a decision made in good faith and may not obstruct the execution of that decision.
24. The Clerk shall ensure that all Board and Committee decisions are recorded in the Minutes.
25. Further guidance on Collective Responsibility is set out in the Corporation's Standing Orders.

Openness and Confidentiality

26. Due to 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 with the exception of confidential matters. Minutes of Corporation and Committee meetings are available for public inspection unless of a confidential nature. The Corporation's Confidentiality Statement provides details of confidential matters.
27. Staff and Student Governors have, however, 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.
28. Any matters of a confidential nature must remain so outside the confines of the meeting. Governors must not disclose information to third parties without the consent of the Chair or the Corporation or unless the Governor is required by law to do so.
29. Governors must not speak on behalf of the Corporation or express their personal views about the Corporation and its work without express authority from the Corporation to do

so. Public statements will only be made by the Principal and the Chair of the Corporation except where explicitly agreed otherwise.

Exceptional Governance Mechanisms

30. 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.
31. It is the responsibility of each Governor to ensure they fully comply with all aspects of the responsibilities and conduct specified in this policy, the Instrument and Articles of Government, the Standing Orders, the Declarations and Conflicts of Interests Policy, and the Confidential Reporting Policy. Governors must also adhere to the College's ICT Acceptable Use Policy.
32. A Governor can confidentially raise concerns regarding any matter with the Clerk to the Corporation and the Chair of Corporation and should not normally raise issues of a more personal nature without first discussing it with the Chair of Corporation.
33. Governors should contact the Principal about issues related to the running of the College or its activities, staff and students and all other matters through the Chair of Corporation.

Attendance at Meetings

34. A high level of attendance at meetings of the Corporation is expected so that Governors can perform their functions properly. Governors should endeavour to attend all Corporation meetings and any committee meetings of which they are a member. Governors who are unable to attend a meeting should inform the Clerk as soon as possible. Where a Governor's inability to attend a series of meetings is likely to affect the ability of the Corporation to perform its duties, that Governor should work with the Chair to consider any action needed. The expected attendance rate is 70%.
35. Governors must read their papers in preparation for meetings and should contact the Clerk if any clarification of papers is needed or additional advice is required.
36. Governors should follow meeting protocols set out in the Standing Orders.

Governance Development

37. Governors must ensure they have a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops, and be proactive in increasing their knowledge of the College.
38. In order to promote more effective governance, Governors will carry out an annual self assessment review looking at the performance of the Corporation in its own duties and responsibilities. Training may be identified by the annual self assessment review process; it is the responsibility of Governors to inform the Clerk if they feel they need further guidance or training to carry out their role.

Summary of the main provisions of the Conditions of Funding Agreement with the ESFA

The lead funding body for sixth form colleges is the ESFA. All sixth form college corporations have a Conditions of Funding Agreement and all further education college corporations a Financial Memorandum. Some sixth form colleges receive funding for adult provision and accordingly have a Financial Memorandum and many general FE colleges also receive funding for provision for students aged under 18 and accordingly also have a Conditions of Funding Agreement. These documents ensure that colleges have proper lines of accountability for the different streams of public funding they receive.

Responsibilities of the Governing Body

These include:

1. Using its funds only in accordance with its statutory powers and duties;
2. Ensuring the College's solvency and informing the ESFA of any transaction that could jeopardise this;
3. Appointment of an accounting officer, normally the Principal, and informing the ESFA of the name of any person appointed to discharge the accounting officer responsibilities in any absence of permanent office holder;
4. Informing the ESFA in writing as soon as possible of the vacating and filling of the posts of Chair, Principal and Clerk;
5. Ensuring the SFC operates in accordance with its status as an exempt charity.

Responsibilities of the Accounting Officer

These are:

1. To take personal responsibility for compliance with the ESFA's conditions of funding: this cannot be delegated;
2. To advise the Governing Body if any action or policy under consideration is incompatible with the Conditions of Funding, and to inform the Chief Executive of the ESFA in writing as soon as reasonably practicable if they have evidence that the Governing Body is acting in breach of the Conditions.

Non-Compliance by SFC

In the event of non-compliance by the SFC with ESFA conditions of funding, the ESFA may deduct the value of those funds from future funding. In the case of a breach of conditions, as defined by Clause 16 of the Agreement, ESFA may require immediate repayment of funding in whole or part.

Financial Reporting

The SFC must provide copies of its audited financial statements, in the form required by the ESFA, to the ESFA and to members of the public who request them. The SFC must inform the ESFA as soon as practicable if there is a risk to its solvency and viability. ESFA may require the SFC to carry out actions prescribed by the ESFA such as a strategic options review and/or financial recovery plan.

Audit

The Governing Body must appoint an audit committee and arrange financial statements and regulatory audit in accordance with the Audit Code of Practice. The SFC must investigate and report to ESFA all significant cases of fraud or suspected fraud or irregularity.

Payments to employees on termination of employment

The Governing Body must demonstrate that such payments are regular and secure value for money and are not made e.g. where disciplinary action would have been more appropriate. Settlements should be brought to the attention of the financial statements auditors.

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.

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.

Summary of the Statutory Powers of the Corporation

Principal Powers

Under section 33E of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009, a sixth form college corporation may:

1. Provide further and higher education;
2. 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
3. Supply goods or services in connection with their provision of education.

Supplementary Powers

Under section 33F of the 1992 Act as amended, 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 33E of the Act, including in particular the following:

1. The power to acquire and dispose of land and other property;
2. The power to enter into contracts including in particular:
 - a. 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
 - b. Contracts with respect to the carrying on by the Corporation of any such activities;
3. The power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
4. 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 and 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1 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;
5. Power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
6. 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;
7. Power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants or giving prizes; and
8. Provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

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.

Declaration

By accepting appointment to the Corporation, each Governor agrees to abide by the provisions of this Code.

Each Governor, 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 Governor in accordance with Clause **10** of the Corporation's Instrument of Government.

As a Governor of the Bexhill College Corporation I agree to observe this code of conduct to the best of my abilities.

Name of Governor of Bexhill College Corporation:	
Signature:	
Date:	