

# LONGLEY PARK SIXTH FORM COLLEGE

## CODE OF CONDUCT FOR CORPORATION MEMBERS

Originator:	Sharon Langridge, Clerk to the Corporation
Date of Last Approval:	9 April 2003
Approval/review by:	Search, Governance & Remuneration Committee/Corporation
Review interval (years)	3
Date of next review/approval:	March 2014

# LONGLEY PARK SIXTH FORM COLLEGE

## Code of Conduct for Corporation Members

### 1 Introduction

1.1 This Code is intended as a guide for Corporation Members, to indicate the standards of conduct which are expected of Corporation Members, to enable them to understand their legal and ethical duties and to assist them both in carrying out their duties and in their relationship with the Corporation and the Principal as the Chief Executive. This Code is therefore aimed at promoting effective and well informed college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

1.2 In addition to the Code, members are recommended to familiarise themselves with the following documents which are available from the Clerk to the Corporation. Documents marked with an asterisk will be supplied to members on appointment:

- (a) the College's Instrument of Government\*;
- (b) the College's Articles of Government\*;
- (c) the Standing Orders and terms of reference of the Corporation and its committees\*;
- (d) the College's Mission Statement and corporate objectives\*;
- (e) the College's strategic and development plans\*;
- (f) the Financial Memorandum entered into by the College with the funding body\*;
- (g) the Audit Code of Practice issued by the funding body;
- (h) The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office;
- (i) the Combined Code on Corporate Governance published by the Financial Services Authority;
- (j) The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services;
- (k) Governor training materials issued by the funding body or equivalent as an advisory document\*;
- (l) Longley Park Sixth Form College Corporation Members' Handbook\*.

If a member is in doubt about the provisions of this Code or any of these documents, the Clerk should be consulted and, if necessary, professional legal advice should be obtained. 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 member.

1.3 This Code applies to every committee, working party or other subsidiary body of the Corporation to which Members may be appointed.

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

### 2 Interpretation

In this Code 'College' means Longley Park Sixth Form College Corporation and 'Member', 'Chair', 'Principal' and 'Clerk' mean respectively the Member, Chair, Principal and Clerk/Secretary for the time being of the Corporation. All other definitions have the same meanings as given in the College's Instruments and Articles of Government.

### **3 Duties**

- 3.1 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 member should act honestly, diligently and, subject to the provisions appearing in section 8 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.
- 3.2 Whatever decisions members take at meetings of the Corporation and its committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interests of its students and other users of the College’s services, and the safeguarding of public funds. Members should have regard to those interests, and must not allow any sectional interest to take precedence. In particular, members are not appointed as ‘representatives’ or ‘delegates’ of any outside body, and may not lawfully be bound by mandates given by others.
- 3.3 Members must observe the provisions of the College’s Instruments and Articles of Government and in particular the responsibilities given to the Corporation by Article 3(1) of 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 4.
- 3.4 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. The Corporation must keep these Standing Orders and terms of reference under periodic review.
- 3.5 Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College’s Chief Executive. Whereas it is the Corporation’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 Corporation’s decisions, and to manage the College’s affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Principal perform their respective roles effectively.
- 3.6 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.

### **4 Statutory Accountability**

- 4.1 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the funding body as a condition of receiving public funds. A copy of the Financial Memorandum is appended to this Handbook.
- 4.2 Although the Young People’s Learning Agency (YPLA) is currently the main provider of funds to the College, 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), the European Union (EU), and other external agencies, 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.
- 4.3 As accounting officer for the YPLA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the funding body 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 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.

## **5 Public Service Values**

Public service values are at the heart of further education. High standards of personal and corporate conduct based upon the principles set out in Appendices 1 and 2 of the 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.

## **6 Skill, Care and Diligence**

A member should in all her/his work for the College exercise such skill as s/he 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 Corporation or the Chair. Members should be careful to act within the terms of reference of any committees on which they serve.

## **6 Powers**

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. A summary of those powers is set out in Appendix 2. If a member thinks that the Corporation is likely to exceed its powers by taking a particular decision, s/he should immediately refer the matter to the Clerk for advice.

## **7 Conflicts of Interest**

- 7.1 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 Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 7.2 Members are reminded that under the College's Instrument of Government they must not take or hold any interest in any property held or used for the purposes of the College or receive remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education.
- 7.3 Members are also reminded that under of 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 or goods to or 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.
- 7.4 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 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:

- (a) the interest, financial or otherwise, should be reported to the Clerk;
- (b) the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
- (c) 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 or she should:

- (i) 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
- (ii) withdraw from that Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting.

- 7.5 For the purposes of clause 7.4 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.
- 7.6 Members shall not be prevented when considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.
- 7.7 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.
- 7.8 The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members are invited to disclose routinely to the Corporation all business interest, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Clerk will enter such interest on the Register. 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 paragraph 7.4 of this Code.

## **8 Collective Responsibility**

- 8.1 The Corporation operates by members taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Corporation, 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 s/he was present at the meeting of the Corporation when the decision was taken.
- 8.2 If a member disagrees with a decision taken by the Corporation, her/his first duty is to have any disagreement discussed and minuted. If the member strongly disagrees, s/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 member should refer to clause 12(4) of the College's Instrument of Government as to the power 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/her resignation from office, after consulting the Chair.

## **9 Confidentiality**

- 9.1 Because of the Corporation's public accountability and the importance of conducting 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 Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.
- 9.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation 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 Corporation 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.
- 9.3 However, staff and student members may not have access to minutes dealing with matters in respect of which they are required to withdraw from meetings under clauses 14(4), (7) or (8) of the College's Instrument of Government.
- 9.4 It is important that the Corporation and its committees have full and frank discussion in order to take decision 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 the members or the chair or the members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 9.5 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his/her absence, the Deputy 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 Corporation or its committees.

## **10 Attendance at Meetings**

A high level of attendance at meetings of the Corporation is expected so that members can perform their functions properly.

## **11 Governance Development**

- 11.1 Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 11.2 In order to promote more effective governance, Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing process of self evaluation.

## **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 funding body in respect of the College or of any of its decisions. Members in particular are reminded that under the funding body's procedure for dealing with complaints about Learning Providers the funding body 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)".

## **13 Governance Development**

- 13.1 The Corporation shall seek to ensure that all members are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search, Governance & Remuneration 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 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.
- 13.2 Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 13.3 In order to promote more effective governance, members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing process of self evaluation.

**THE SEVEN PRINCIPLES OF PUBLIC LIFE**

Members of the Corporation are expected to adhere to the seven principles of public life, listed below, as defined in the Second Nolan Report on Standards in Public Life.

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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 it.
- (6) 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.
- (7) Leadership - holders of public office should promote and support these principles by leadership and example.

**Date of Adoption**

This Code of Conduct was adopted by the Longley Park Sixth Form College Corporation on 23<sup>rd</sup> March 2011.

## 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 systems 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 Main Responsibilities of the Corporation under the Articles of Government

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 for 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 as member of staff;
- (f) setting a framework for the pay and conditions of service of all other staff.

### Delegation of Functions and Committees

9. The Corporation shall not delegate the following functions-

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the clerk (including, where the clerk is, or is to be, appointed as a member of staff the clerk's appointment in the capacity as member of staff); and
- (f) the modification or revocation of these Articles.

10.(1) (a) the consideration of the case for dismissal , and  
(b) the power to determine an appeal in connection with the dismissal

of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

10.(2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

### **Summary of main responsibilities of the Principal under the Articles of Government**

Under the College's Articles of Government the Principal shall be the Chief Executive of the College and shall be responsible for:

- (a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;
- (a) the determination, of the institution's academic and other activities;
- (b) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (c) the organisation, direction and management of the institution and leadership of the staff;
- (d) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (e) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

### **Summary of main responsibilities of the Clerk under the Articles of Government**

Under the College's Articles of Government the Clerk shall be responsible for following functions:

- (a) advising the Corporation with regard to the operation of its powers;
- (b) advising the Corporation with regard to procedural matters;
- (c) advising the Corporation with regard to the conduct of its business; and
- (d) advising the Corporation with regard to matters of governance practice.

## Summary of Main Provisions of the Financial Memorandum of the Funding body

The current Financial Memorandum is that which was introduced by the Learning & Skills Council in December 2006 to replace FEFC Circular 99/48.

## Summary of the Statutory Powers of the Corporation

### Principal Powers

Under Section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:

- (a) provide further and higher education;
- (b) 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
- (c) supply goods or services in connection with their provision of education,

These powers are known as the Corporation's 'principal powers'.

### Supplementary Powers

Under section 19 of the 1992 Act 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 18 of the Act, including in particular the following:

- (a) the power to acquire and dispose of land and other property;
- (b) the power to enter into contracts, including in particular:
  - (i) 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 their principal powers; and
  - (ii) contracts with respect to the carrying on by the corporation of any such activities;
- (c) the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation provided that the LSC consents;
- (d) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities they have power to carry on or meeting any liability transferred to it under sections 23 to 27 of the Act and, in connection with such borrowing, may grant any mortgage, charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the Council, which may give its consent for a particular borrowing or for borrowing of a particular class;
- (e) the power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- (f) the 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; and
- (g) the power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.

The Corporation may provide facilities of any (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 carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as 'supplementary powers'.