

Code of Conduct for Governors

Date of next review November 2024

1 Introduction

- 1.1 The Code is intended, as a guide, to provide Governors with clear guidance as to their standards of behaviour, responsibilities and best practice in fulfilling their obligations. The Code applies to members of the Corporation.
- 1.2 The Corporation is an exempt Charity whose principal regulator is the Secretary of State for Education. Governors are charity trustees and as such owe a fiduciary duty to the College. They must act honestly, diligently and independently.
- 1.3 In addition to this Code, Governors should familiarise themselves with the following documents:
- The Corporation's Instrument and Articles of Government (main responsibilities are set out in **Appendix A**)
 - The Corporation's Standing Orders
 - College Financial Regulations
 - The ESFA Post-16 Audit Code of Practice and College Accounts Direction
 - The College's Strategic Plan, mission statement, values and strategic objectives
 - The Seven Nolan Principles of Public Life which provide an ethical framework for the personal behaviour of Governors (**Appendix B**)
- 1.3 By accepting appointment as a member of the Corporation, each Governor agrees to accept the provisions of this Code.
- 1.4 *This Code applies to every committee or working group of the Corporation and to every subsidiary company or joint venture of the College to which Governors may be appointed.*
- 1.5 *Breach of the Code may lead to the termination of a Governor's appointment in accordance with Standing Orders.*

2 Governor Aims and Values

2.1 *In support of the College's main priorities, Governors are expected to:*

- a) Support the aims, objectives and values of the College and promote the interests of the College and its students in the wider community;
- b) Work co-operatively with other Governors in the best interests of the College;
- c) Acknowledge that differences of opinion may arise in discussion of issues and understand that a decision of the Board of Governors, even when it is not unanimous, is a decision taken by the Board of Governors collectively and each Governor has a duty to stand by it, whether or not they were present at the meeting when the decision was taken;
- d) Base *their* view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views;
- e) Acknowledge that, as an individual Governor, *they* have no legal authority outside the meetings of the Corporation and its committees;
- f) Understand that an individual Governor does not have the right, other than through the Chair and with the Corporation's agreement, to make statements or express opinions on behalf of Governors;
- g) Recognise their fiduciary duty to the College. They should not use the position of Governor to benefit themselves or other individuals or agencies; all gifts, hospitality or other benefits should be declared and a Governor should ensure these are not seen to compromise their personal judgement or integrity;
- h) Declare openly and immediately any personal conflict of interest, whether financial or otherwise, arising from a matter before the Governors or from any other aspect of governorship which conflicts or may conflict with the interests of the Corporation;
- i) Disclose routinely (normally annually) to the Corporation all business interests, financial or otherwise, which they may have;
- j) Respect the confidentiality of those items of business which the Corporation agrees should remain confidential;

- k) Take or seek opportunities to enhance *their* effectiveness as a Governor through participation in training and development programmes and by increasing his or her own knowledge of the College;
- l) Give priority to attendance at meetings of the Corporation and its committees so that the Governing Body can perform its functions properly;
- m) Show commitment to equality and diversity, and safeguarding;
- n) Have regard to *their* broader responsibilities as a Governor of a public institution, including the need to promote public accountability for the actions and performance of the Corporation.

3. Governor Duties

- 3.1 *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. Each Governor should act honestly, diligently and (subject to the provisions of this Code relating to collective responsibility) 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.*
- 3.2 *Decisions taken by Governors 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, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons.*
- 3.3 *Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Head of Governance should they become disqualified from continuing to hold office and also the responsibilities given to the Corporation by the College's Articles of Government.*
- 3.4 *Governors should comply with the Corporation Standing Orders and terms of reference of its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Governors must keep those Standing Orders and terms of reference under periodic review.*
- 3.5 *Governors should also have regard to the different, but complementary, responsibilities given to the CEO & College Principal, as the College's Chief*

Executive and Accounting Officer. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the CEO & College Principal and any other senior postholders, it is the CEO and College 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.

Governors should work together so that the Corporation and the CEO and College Principal, perform their respective roles effectively.

- 3.6 *Governors should refer to the Head of Governance for advice relating to the governance functions and have regard to their independent advisory role.*

4. STATUTORY ACCOUNTABILITY

- 4.1 *Governors are collectively responsible for observing the duties set out in the Conditions of Funding Agreement which the College has entered into with the ESFA as a condition of receiving public funds.*
- 4.2 *Although the ESFA 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 Office for Students (OfS) 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 ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The CEO and College 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 CEO and College Principal may be required to appear before the Committee of Public Accounts, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds.*
- 4.4 *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

5.1 Although further education corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. Public service values are at the heart of the further education service.

5.2 High standards of personal and corporate conduct, based on the Nolan Principles are set out in Appendix B of this Code.

6. SKILL, CARE AND DILIGENCE

6.1 A Governor should in all their work for the College exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors act as agents of the College, e.g. when functions are delegated to a committee of the Corporation or to the Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

7. POWERS

7.1 Governors are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Head of Governance for advice.

8. CONFLICTS OF INTEREST

8.1 Like other persons who owe a fiduciary duty, Governors 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.

8.2 Governors 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) save where this would be permitted under charity law and where necessary with the consent of the Charity Commission.

- 8.3 *Governors 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.*
- 8.4 *If an interest of any kind (including an interest of a spouse, partner or business associate of a Governor or of a close relative of the Governor or their spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgement, then:-*
- 8.4.1 *the interest, financial or otherwise, should be reported to the Head of Governance;*
- 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;*
- 8.4.3 *if the Governor 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, they should:-*
- 8.4.3.1 *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*
- 8.4.3.2 *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.*
- 8.5 *Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's Anti-Bribery policy or 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 Head of Governance.*
- 8.6 *The Head of Governance will maintain a Register of Governors' Interests which will be open for public inspection. Governors must disclose routinely to the Corporation all business interests, financial or otherwise, which they or*

persons associated with them may have, and the Head of Governance will enter such interests on the Register.

9. COLLECTIVE RESPONSIBILITY

- 9.1 *The Corporation operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone, via a virtual platform and by alternative methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor 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.*

10. OPENNESS AND CONFIDENTIALITY

- 10.1 *Because of 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. 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, unless the Corporation has deemed the matter should be dealt with on a confidential basis or the paper is marked confidential.*
- 10.2 *It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.*
- 10.3 *Governors 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 their absence, one of the Vice-Chairs. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Corporation or its committees.*

11. COMPLAINTS

- 11.1 *Governors 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 whistleblowing procedure in place.*
- 11.2 *Governors are required to seek advice from the Head of Governance if approached in relation to a complaints matter.*

12. ATTENDANCE AT MEETINGS

- 12.1 *A high level of attendance at meetings of the Corporation is required so that Governors can perform their functions properly. Agile working methods will be available to support remote participation as appropriate.*

13. GOVERNANCE DEVELOPMENT

- 13.1 *The Corporation shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Governance and Search Committee and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the College's Instrument 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 *Governors 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.*
- 13.3 *In order to promote more effective governance, Governors will carry out an annual review of the performance by the Corporation of its duties and responsibilities, (including a review of their own performance, that of the Chair and the Board's impact) as part of a continuing and critical process of self-evaluation.*



I confirm that as a Governor of the Corporation of Bath College, I have read and accept this Code of Conduct.

Name:

Date:

Summary of Main Responsibilities of College Governors under the Articles of Government

Article 3

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 the oversight of its activities;
- aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and 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 Head of Governance, including, where the Head of Governance is, or is to be appointed as, a member of staff, the Head of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- f) setting a framework for the pay and conditions of service of all other staff.

The Nolan Principles of Public Life

(taken from the Report of the Nolan Committee on Standards in Public Life)

Selflessness	Holders of public office should act 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.