



The Northern College For Residential Adult Education **Code Of Personal Conduct For Governors**

1. Introduction

- 1.1. This code sets out the standards of conduct which are expected of members of the board of governors and its committees. By accepting appointment as a governor or independent member individuals agree to accept the provisions of this code. The code applies to every committee, task and finish group or other subsidiary body of the board of governors to which members may be appointed.
- 1.2. It is a matter for each governor to ensure their own adherence to this code, including the maintenance of any prescribed records, declarations of interest or observance of confidentiality of information.

2. Regulation

- 2.1. In addition to this code members must abide by all relevant statutes and regulations relevant to the college, in particular those set out within:
 - 2.1.1. The memorandum and articles of association.
 - 2.1.2. The standing orders.
 - 2.1.3. The Education and Skills Funding Agency financial memorandum.
 - 2.1.4. The code of governance for English colleges.
 - 2.1.5. The joint audit code of practice.
- 2.2. Members are also required to meet their responsibilities as a trustee of the charity as prescribed by the Charities Act 2011 and as a director of the company as prescribed by the Companies Act 2006.

3. Personal Conduct

- 3.1. The corporation expects its governors to adhere to the highest standards of personal integrity, honesty and transparency and in accordance with the principles laid out in the Standards in Public Life Report (Nolan):
 - 3.1.1. Selflessness: holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends
 - 3.1.2. 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
 - 3.1.3. Objectivity: in carrying out public business, including making public appointments, awarding contracts and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone
 - 3.1.4. 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
 - 3.1.5. 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 this
 - 3.1.6. Honesty: holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
 - 3.1.7. Leadership: holders of public office should promote and support these principles by leadership and example

4. Collective Responsibility and Decision Making

- 4.1. The board of governors operates by taking majority decisions in a corporate manner at quorate meetings. Therefore a decision of the board of governors, 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 where the decision was taken.

- 4.2. Decisions taken must always be for the benefit of the college, its students and staff and other users 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. Governors shall take a view on each matter coming before them on the merits of the issue in hand.
- 4.3. Governors are responsible for taking decisions which are within the powers given to the governing body by Parliament under the Education Act 2002, the Companies Act 2006 and the Charities Act 2011.

5. Responsibilities

5.1. Governors should:

- 5.1.1. Obtain a thorough grounding in their duties and responsibilities.
- 5.1.2. Exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances.
- 5.1.3. Promote and protect the good reputation of the college and the trust and confidence of those with whom it deals.
- 5.1.4. Have due regard to the college mission and strategic themes and objectives when conducting the business of the corporation.
- 5.1.5. Support the aims and objectives of the college and promote the interests of the college and its students in the wider community.
- 5.1.6. Work cooperatively with other governors in the best interests of the college.
- 5.1.7. Use their best endeavours to ensure that the board of governors fulfils its responsibilities and that it takes those decisions only that lie within its powers as stated in the articles of government.
- 5.1.8. Base his or her view on matters before the board of governors on an honest assessment of the available facts, unbiased by partisan or representative views.
- 5.1.9. Acknowledge that as an individual governor, he or she has no legal authority outside the meetings of the board of governors and its committees.
- 5.1.10. Have regard to his or her broader responsibilities as a governor of a public institution including the need to promote public accountability for the actions and performance of the board of governors.
- 5.1.11. Bring to the attention of the college, through the clerk to the governors any matter in which a member is personally involved which has the potential to bring the college into disrepute.
- 5.1.12. Give priority, as far as practicable, to attendance at meetings of the board of governors and its committees and meet the 75% attendance target.
- 5.1.13. Have regard to the different, but complementary, responsibilities given to the principal as the college's chief executive and the difference between governance and management.
- 5.1.14. Ensure that only the chair, the principal or the clerk to the governors shall make statements on behalf of the board of governors unless the Board specifically approves otherwise.
- 5.1.15. Not disclose without prior authority any information provided to them by virtue of their connection with the college, whether marked "confidential" or not.

6. Gifts, Other Benefits and Hospitality

- 6.1. Governors, independent members and senior post holders 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.
- 6.2. Governors independent members and senior post holders must not under any circumstances accept:
 - 6.2.1. Gifts of money made personally to governors.
 - 6.2.2. Free membership or subscriptions to sports and other clubs.
 - 6.2.3. Sponsorship for travel and/or accommodation, including foreign travel, unless as a specific element of business approved by the board of governors.
 - 6.2.4. Holiday or leisure travel and accommodation.
 - 6.2.5. Free goods, equipment or services for which a reasonable person would expect to be charged, such as car hire, printing.
 - 6.2.6. Any gift or service worth more than £30.

- 6.3. Any governor, independent member or senior post holder being offered a gift such as one relating to point 6.2 must refuse the gift and report the offer to the clerk to the governors.
- 6.4. The Corporation recognises that gifts and hospitality are occasionally offered in the spirit of goodwill by third parties.
- 6.5. The following are acceptable:
 - 6.5.1. Those essential and occasional meals, refreshments, travel arrangements or provision of accommodation that are a necessary and integral part of the work of the college, including meetings, seminars, conferences or public or other ceremonies, not paid for by the college but that are provided by a person, organisation or group with which the college has or might have a contractual or business relationship.
 - 6.5.2. The receipt of small value promotional items such as diaries, calendars, pens and other office equipment where the company's logo or name is clearly stated on the gift.
- 6.6. Any gifts, hospitality or sponsorship accepted under Sections 6.7 or 6.8 should be reported to the clerk without delay, who will include the details in the register of gifts and hospitality for the related academic year and report the entry to the next meeting of the board of governors.

7. Conflicts of Interests

- 7.1. All governors, independent members and senior post holders must comply with the conflict of interests policy at appendix 2.

8. Impropriety

- 8.1. In the event of the suspicion of conduct, or intended conduct, that breaches this code the impropriety procedure outlined at appendix 1 will be followed.

1. Impropriety Procedure

- 1.1. In the event of the suspicion of conduct, or intended conduct, that breaches the code, or in a situation where a governor or governors appear to be exceeding their powers or using them improperly, the impropriety procedure shall be invoked.
- 1.2. This procedure has been devised to enable any complaint that may be made in the event of suspected impropriety by the board of governors, by a member of the board of governors or by a member of one of the standing committees to be dealt with transparently, promptly and effectively.
- 1.3. In the event of the suspicion of conduct, or intended conduct, that breaches the code, or in a situation where a governor or governors appear to be exceeding their powers or using them improperly, the issue should be raised immediately with the clerk to the governors. Alternatively, the clerk may perceive that behaviour or procedure is improper and come to his/her own judgement.
- 1.4. The clerk will consult with the chair of the board of governors. The chair of the board has the board's authority to exercise chairs' action to resolve an issue quickly, in order to prevent an improper action occurring, or to minimise its effect. The clerk will inform the principal of the concern that has been raised.
- 1.5. If the suspected impropriety involves the chair the clerk may consult a range of alternates in the following order:
 - 1.5.1. The vice chair;
 - 1.5.2. The chair of audit committee;
 - 1.5.3. The principal.
- 1.6. In the event of all these persons being suspected of involvement in improper behaviour, the clerk is authorised, as of right, to convene a committee of investigation comprising four other governors to investigate the matter giving rise to concern
- 1.7. If the chair, or alternate, believes, after hearing the clerk's submission, that there is a case to investigate, the chair will convene a committee of investigation. Normally the committee will consist of the chair of the board, the chair of the audit committee and the principal or their substitutes. The committee will normally meet within ten working days of the clerk formally raising the issue. The committee will initially determine whether there is a substantive case and whether an investigation is required.
- 1.8. During any investigation, the governor or governors suspected of improper behaviour may be suspended from taking part in the activities of the board, if this is determined by the committee of investigation to be in the board's best interests. In any case, the governor or governors under investigation will receive from the committee a written account of the suspected impropriety within five working days of the decision of the committee to proceed.
- 1.9. If it is deemed that there is a case to answer a hearing will take place before the committee of investigation. The governor(s) under investigation will have the right to present their case in writing and directly to the committee.
- 1.10. The committee of investigation will communicate its findings to the board with a recommendation of action, that may be:
 - To exonerate the governor(s) concerned of the alleged impropriety.
 - To agree any development actions required and reinstate the governor(s) concerned.
 - To dismiss the governor(s) concerned.
- 1.11. The board will consider the findings and agree a decision. The decision of the board is final.

- 1.12. Whatever the outcome, the full board will debate the circumstances and set in place remedial systems to ensure that the improprieties that occurred or were suspected as having occurred do not arise again.
- 1.13. Where a criminal action appears to have taken place the matter will be reported to the relevant authority.
- 1.14. If at any stage, the clerk is concerned that the process is not being followed with integrity, he/she may seek external advice.
- 1.15. If the clerk perceives that, despite all attempts to resolve the matter, the board is failing in its duty to act with propriety, he/she may, as a matter of last resort, communicate his/her concerns to the appropriate officers of the Education and Skills Funding Agency.
- 1.16. The clerk's position will be protected from dismissal during any investigation of governor impropriety and no subsequent disciplinary action will be taken against the clerk if it is determined that they acted in good faith.
- 1.17. If the suspected impropriety involves the principal, this will be dealt with under the college's disciplinary procedure.
- 1.18. If the suspected impropriety involves the clerk to the governors this will be dealt with under the college's disciplinary procedure.
- 1.19. In the event of a complete failure of the board, including the clerk, to address matters of impropriety, any governor or other complainant, may seek independent legal advice and/or consult with appropriate officers at the Education and Skills Funding Agency or other relevant authority.

Conflict of Interests Policy

1. Introduction

- 1.1. Conflicts of interest are any situations in which a governor, independent member or senior post holder's personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of the college.
- 1.2. Conflicts of interest usually arise where either:
 - 1.2.1. There is a potential financial or measurable benefit directly to a governor or independent member, or indirectly through a connected person; or
 - 1.2.2. A governor or independent member's duty to the charity may compete with a duty or loyalty they owe to another organisation or person.
- 1.3. A connected person is anyone with whom the governor, independent member or senior post holder has a relationship which is likely to appear, to a reasonable person, to influence their objectivity. This includes, but is not limited to close family, partners and close personal friends.

2. Memorandum and Articles

- 2.1. The memorandum and articles include the following regulation regarding conflicts of interest:
 - 2.1.1. A41 - The office of a governor shall be forthwith vacated if they are directly or indirectly interested in any contract with the company and fail to declare the nature of their interest in manner required by the statutes and the board of governors pass a resolution that by reason of such failure they should cease to be a governor.
 - 2.1.2. A42 – 43 - No governor or authorised representative of a member shall take or hold any interest in any property held or used for the purpose of the company, or receive any remuneration for their services as a governor; provided that a governor who is a member of the staff at the college may receive remuneration in that capacity. For the purposes of this article no governor or authorised representative who is a member or officer of a local authority shall be treated as having an interest in any property owned by that local authority.
 - 2.1.3. A42 – 43 - A governor or authorised representative who has any financial interest in:(a) the supply of work or goods to or for the purposes of the Company; or (b) any contract or proposed contract concerning the company; or (c) any other matter relating to the company, and is present at a meeting of the company or of the board of governors at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which they are not entitled to vote.

3. Responsibilities

- 3.1. Governors, independent members and senior post holders must:
 - 3.1.1. Where possible avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the corporation.
 - 3.1.2. Identify any potential conflicts of interest at an early stage and notify the clerk to the governors.
 - 3.1.3. Fully disclose the nature and extent of the interest, particularly before any matter giving rise to the interest is considered, ensuring they provide sufficient details to allow the nature of the interests to be understood.
 - 3.1.4. Inform the clerk whenever their circumstances change and interests are acquired or lost.
 - 3.1.5. Declare any interest they have relating to specific items to be discussed at every meeting at the standard declaration of interests agenda item at the beginning of each meeting.
 - 3.1.6. Notify the chair if they are aware of an undeclared conflict of interest affecting another governor or independent member.

4. Managing Conflicts of Interest

- 4.1. The board of governors is responsible for ensuring that actual or potential conflicts of interest are managed appropriately and in line with guidance from the charity commission.

- 4.2. Some conflicts of interest may be so acute or extensive that the governor or independent member is deemed to be unable to make decisions in the best interests of the college, or could be seen to be unable to do so. In such circumstances the Board of Governors may decide not to make an appointment which would introduce such a conflict of interests or agree to secure the resignation of the individual affected if already appointed.

5. Recording

Register of Interests

- 5.1. The clerk will maintain a register of governor, independent member and senior post holder; interests which will be open for public inspection.
- 5.2. The register will include
- 5.2.1. Any declaration of interest, pecuniary or otherwise, by a governor, independent member or senior post holder which might reasonably be thought could have undue influence upon their conduct of the work or business of the college.
- 5.2.2. Details of any clarifications sought in connection with actual or potential conflicts of interest.

Minutes of Meetings

- 5.3. The minutes of all meetings of the board of governors and its committees will include a record of any interests declared including:
- 5.3.1. The nature of the conflict.
- 5.3.2. Which members were affected.
- 5.3.3. The decision of the meeting as to how the conflict should be managed.
- 5.3.4. Whether anyone withdrew from the discussion.

| | |
|------------------|------------------------|
| Area | Governance |
| Prepared By | Clerk to the Governor |
| Approved by | Board of Governors |
| Document Manager | Clerk to the Governors |
| Last Updated | September 2017 |
| Next Review Due | September 2020 |