



Code of Conduct for Governors (including Conflict of Interest Policy)

Introduction

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

Duties

1. Governors owe a fiduciary duty to the Corporation. This means that Governors should act in good faith and in the best interests of the Corporation. Governors must also avoid situations where they may have a conflict of interest with the interests of the Corporation. Each Governor should act honestly, diligently and (subject to paragraph 6 below) independently. The actions of Governors should promote and protect the good reputation of the College and invite the trust and confidence of those with whom it deals.
2. Decisions taken by Governors at meetings of the Corporation and its Committees must not be for any improper purpose or personal motive. Decisions must always be taken 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. Governors must observe the provisions of the Corporation's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by the Instrument and 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 the Appendix to this Code.
4. Governors should comply with the Corporation's Standing Orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep the Standing Orders under periodic review.
5. Governors should have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive by the Instrument and Articles of Government. 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 postholders, 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. Governors should work together so that the Corporation and the Principal perform their respective roles effectively.

A Governor should:

- 1) support the aims and objectives of the College and promote the interests of the College and its students in the wider community;
- 2) work co-operatively with other governors in the best interests of the College;
- 3) acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Corporation prevails, it should be supported;
- 4) base their view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views;
- 5) acknowledge that as an individual governor, they have no legal authority outside the meetings of the Corporation and its committees;
- 6) 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 the governors or Corporation;
- 7) not use the position of governor to benefit themselves or other individuals or agencies;
- 8) not accept any gift or hospitality to a value in excess of £50.
- 9) declare, openly and immediately, at any meeting any personal conflict of interest arising from a matter before the meeting or from any other aspect of governorship; (Governors will be reminded of this before each meeting)
- 10) disclose to the Corporation any interest financial or otherwise which is likely, or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgement and allow the disclosure to be available to the general public in a register of interests;
- 11) respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential or restricted;
- 12) take or seek opportunities to enhance their effectiveness as a governor through participation in training and development programmes and by increasing their own knowledge of the College;
- 13) give priority, as far as practicable, to attendance at meetings of the Corporation and its committees;
- 14) have regard to their broader responsibilities as a governor of a public institution including the need to act in accordance with the principles laid down by the

Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:

- a) **Selflessness:** holders of public office should take decisions solely in terms of public interest and not in the interests of themselves their family or friends
- b) **Integrity:** holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties
- c) **Objectivity:** all decisions involving awarding of contracts, benefits or rewards should be made on merit
- d) **Accountability:** holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny
- e) **Openness:** all decisions taken should be as open as possible

- f) **Honesty:** holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest; and
 - g) **Leadership:** holders of public office should promote and support these principles by leadership and example
- 15) Familiarise themselves with the procedures for handling enquiries and complaints, and procedures for raising complaints with an independent body (as stated in the Corporation Standing Orders Annex 2).
 - 16) Familiarise themselves with the College's Child Protection and Safeguarding Policies and report any concerns to one of the Designated Officers

Conflict of Interest Policy

1. A conflict of interest may arise where a Governor's personal interests and/or loyalties conflict with those of the Corporation. Such conflicts may create problems which:
 - inhibit free discussion; or
 - result in decisions or actions that are not in the interests of the Corporation; or
 - risk the impression that the Corporation has acted improperly.
2. A potential conflict of interest arises when:
 - (i) a Governor or a person connected to the Governor by a close family or business relationship stands to gain or lose as a result of a decision to be made by the Corporation for example where the Corporation proposes to enter into an agreement for the supply of goods or services with the Governor or a connected person; or
 - (ii) a Governor owes a duty of loyalty to another person or organisation (for example another education or service provider) which has an interest in something in which the Corporation may have an interest, for example where the Corporation is looking to extend its education provision and the Governor is connected to another education provider offering the same provision; or
 - (iii) a Governor has confidential information which because of an obligation to another organisation or person they cannot disclose to the Corporation; or
 - (iv) a Governor would like to disclose to another organisation or person to whom they owe a duty of loyalty information which the Governor has obtained only through being a governor of the Corporation and which it is not in the Corporation's interest to disclose.
3. This is not an exclusive list of situations where a conflict may arise.

4. To assist in the identification of any potential conflict of interest all Governors are required to declare the following interests and update their declaration as and when necessary and in any event on an annual basis:
 - a. All remunerated employment, offices, professions or other activity;
 - b. All self-employment or partnerships in a business or professional partnerships;
 - c. All directorships of commercial companies;
 - d. All significant (5% or more of the issued share capital) shareholdings;
 - e. All elected offices;
 - f. Trusteeships or participation in the management of all charities or other voluntary bodies;
 - g. All public appointments (paid or unpaid) or membership of all other public bodies including local authorities, health authorities, NHS Trusts, school or college governing bodies; and
 - h. Membership of all professional bodies and trade or other associations.
5. If a Governor is not sure what to declare or whether or when a declaration needs to be up-dated they should err on the side of caution. If a Governor would like to discuss an issue relating to the disclosure of an interest, they should contact the Clerk to the Corporation for confidential guidance.
6. Conflicts of interest are inevitable but usually can be managed. The exclusion of the conflicted Governor from the relevant decision making is the obvious solution.
7. Another possibility if several Governors are conflicted is for the Governors to delegate the decision to the non-conflicted Governors provided such Governors remain quorate.
8. In extreme cases it may be necessary to seek legal advice.
9. In the case of a serious and lasting conflict the only solution may be for the conflicted Governor to resign
10. If a Governor believes they have a perceived or real conflict of interest they should:
 - declare the interest at the earliest opportunity either to the Clerk to the Corporation or the Chair of the relevant meeting; and
 - withdraw from all discussions and decisions relating to the conflict.
11. The Clerk to the Corporation should take special care to ensure that the minutes or other documents relating to the item presenting a conflict are appropriately redacted for the Governor facing the conflict. A balance needs to be made to ensure that the Governor still receives sufficient information about the activities of the Corporation generally without disclosing such sensitive information that could place the Governor in an untenable position.
12. If a Governor fails to declare an interest that is known to the Clerk to the Corporation and/or the Chair of the relevant meeting the Clerk or Chair will declare that interest.

13. All decisions under a conflict of interest will be recorded by the Clerk to the Corporation and reported in the minutes of the relevant meeting. The report will record:
 - the nature and extent of the conflict;
 - an outline of the discussion; and
 - the actions taken to manage the conflict.
14. Where a Governor benefits from a decision this will be reported in the annual report and accounts in accordance with the current Statement of Recommended Practice.
15. The information to be provided under this Policy will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that Governors act in the best interests of the Corporation. The information provided will not be used for any other purpose.

In addition to the Code of Conduct:

Governors are recommended to familiarise themselves with the following:

- a) the Corporation's Standing Orders
- b) the Corporation's Instrument & Articles of Government especially Article 11 with regard to Conflict of Interest
- c) the College's Current Strategic Plan
- d) the College's Current SAR Report

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

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

Responsible for Monitoring & Review: **Search & Conduct Committee**

Reviewed by Search & Conduct Committee and recommended to Corporation: **30 November 2022**

Approved by the Corporation: **13 December 2022**

Review Date: **November 2023**