



Scarborough Sixth Form College

Code of Conduct for Governors

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 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:

- i) Governors of the Corporation 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 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.
- ii) 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.
- iii) Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by 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 the Appendix.
- iv) The Governors should comply with the 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.

- v) Governors should also have regard to the different, but complementary, responsibilities given to the Principal as 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 postholders, it is the Chief Executive'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 Chief Executive 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 his or her 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, he or she has 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 chairman 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 himself or herself or other individuals or agencies;
- 8) declare openly and immediately, at any meeting any personal conflict of interest arising from a matter before the governors or from any other aspect of governorship; (Governors will be reminded of this before each meeting)
- 9) 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 Member's independent judgement and allow the disclosure to be available to the general public in a register of interest;
- 10) respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential or restricted;
- 11) take or seek opportunities to enhance his or her effectiveness as a governor through participation in training and development programmes and by increasing his or her own knowledge of the College;
- 12) give priority, as far as practicable, to attendance at meetings of the Corporation and its committees;

- 13) have regard to his or her 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
- 14) 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*).
- 15) Familiarise themselves with the College’s Child Protection and Safeguarding Policies and report any concerns to one of the Designated Officers

In addition to the Code of Conduct:

Governors are recommended to familiarise themselves with the following:

- a) the College’s Instrument of Government
- b) the College’s Articles of Government
- 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.

| | |
|---|-------------|
| This version Approved by Corporation | 3 July 2018 |
| Latest Annual Review Date (Search Committee) | 4 June 2019 |

**Summary of the Main Responsibilities
of the Members of the Corporation under the Articles of Government**

Responsibilities

The Corporation shall be responsible for the following functions—

- **the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;**
- **approving the quality strategy of the institution;**
- **the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets**
- **approving annual estimates of income and expenditure;**
- **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 of a member of staff;**
- **setting a framework for the pay and conditions of service of all other staff.**
- **such matters where the Corporation as a whole must by law exercise responsibility e.g. monitoring the effectiveness of health and safety procedures;**
- **financial and other delegations to Committees and College management;**
- **monitoring the quality of the work of the college through regular review of performance indicators;**
- **satisfying itself that the College's quality assurance processes function well**
- **monitoring the quality of the work carried out by the Corporation and leading the Governing Body's self assessment process; and**
- **other matters that it decides not to delegate to the Committees**

Responsibilities which must not be delegated

The Articles of Government prohibit the Corporation from delegating the following:

Extract from paragraph 30 Articles of Government:

The Corporation shall not delegate the following functions:

- (a) the determination of the education 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.**

Extract from paragraph 31 Articles of Government

(1) The Corporation may not delegate -

(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.

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

The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of 'reserved' responsibilities.