

**CODE OF CONDUCT**  
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## CENTRAL SUSSEX COLLEGE

### Code of Conduct for Corporation Members

(Adopted by the Corporation on 21<sup>st</sup> July 2005)

#### 1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability expected of Corporation Members in order to promote effective and well informed college governance.
- 1.2 *The code* addresses legal and ethical duties of a Corporation Member and their inter-relationship with the Corporation and the Principal.
- 1.3 In addition to this code there are a number of documents with which a Corporation Member should be familiar, which determine or constrain the College's actions. Two are of fundamental importance:
- The College's Instrument and Articles of Government (the Statutory Instruments issued by the Secretary of State and as such have the force of administrative law)
  - The Financial Memorandum

These documents are supplied to Corporation Members on appointment.

- 1.4 All Corporation Members are expected to act in accordance with the seven principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:-
- Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership

- 1.5 If a Corporation Member is in any doubt about this Code, or any aspect of the Corporation's conduct, the Clerk to the Corporation should be consulted. If necessary, independent professional advice may be obtained through the Clerk to the Corporation.
- 1.6 However, the ultimate responsibility for each Corporation Member's conduct rests with that individual.
- 1.8 By accepting appointment to the Corporation, each Corporation Member agrees to accept the provisions of this Code.

#### 2. DUTY OF CORPORATION MEMBERS

- 2.1 Corporation Members owe what is known as a fiduciary duty to the college. This means that they should show the College the highest loyalty and act in good faith in its interests.
- 2.2 Each Member should act honestly, diligently and, subject to the provisions in this code relating to collective responsibility, act independently.

- 2.3 The actions of Corporation Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

### **3. DUTY OF THE CORPORATION**

- 3.1 Decisions taken at meetings of the Corporation and its Committees must always be for the benefit of the College, its students and staff and other users of the College and not for any improper purpose or personal motive. Public funds must be safeguarded and when funds are deployed, best value for money should be obtained

### **4. INDEPENDENCE OF CORPORATION MEMBERS**

- 4.1 Corporation Members must not be bound in their speaking or voting by any mandate from other bodies or individuals.

### **5. STANDING ORDERS**

- 5.1 The Corporation has a number of rules governing the way it conducts its activities, known as Standing Orders. These are to ensure that it conducts itself in an orderly, fair, open and transparent manner. Corporation Members should comply with these and keep them under periodic review.
- 5.2 There are certain responsibilities set out in the Instrument and Articles, which must not be delegated. These include the educational character of the College.

### **6. RELATIVE RESPONSIBILITIES OF CORPORATION MEMBERS AND THE PRINCIPAL AS CHIEF EXECUTIVE**

- 6.1 The Principal has different but complementary responsibilities in his capacity as Chief Executive. These should be recognised and respected by the other Corporation Members.
- 6.2 It is the Corporation's function to determine the educational character of the College and hence its strategic policy and overall direction and to safeguard the finances and general assets of the College. In particular it is responsible for monitoring the performance of the Principal and any other senior postholders.
- 6.3 It is the Principal's role, as Chief Executive, to implement the Corporation's decisions and to manage the College's affairs within the budgets and framework fixed by the Corporation.
- 6.4 Corporation Members should work together so that the Corporation and the Principal perform their respective roles effectively.

### **7. STATUTORY ACCOUNTABILITY**

- 7.1 Corporation Members are also collectively responsible for observing the duties set out in the College's Financial Memorandum. Complying with these terms is a condition of receiving public funds.
- 7.2 The responsibility for ensuring the proper use of funds extends beyond Learning and Skills funds to all income, including in particular grants from the Higher Education Funding Council

and the European Union. The control and monitoring of the expenditure of such income must meet the requirements of the relevant funding body and public audit.

## **8. PRINCIPAL AS ACCOUNTING OFFICER**

8.1 The Principal is the accounting officer for the College. This means that he is 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, to give an account of the use made by the College of such funds.

8.2 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.

## **9. PUBLIC SERVICE VALUES**

9.1 Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the seven "Nolan" principles (1.4 above) are a requirement of being a Corporation Member, and should underpin all decisions taken by the Corporation.

## **10. SKILL, CARE AND DILIGENCE**

10.1 A Corporation Member should, in all his or her work for the College, take such care (and diligence) as would be expected from a reasonable person in the circumstances. They should exercise such skill as they possess.

10.2 This is particularly relevant when Corporation Members act as agents of the College, for example when functions are delegated to a Committee or to the Chair.

10.3 Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

## **11. POWERS**

11.1 The Corporation is constrained to act within the powers given to it by Parliament, set out in sections 18 and 19 of the Further and Higher Education Act 1992, and subsequently the Learning and Skills Act.

11.2 If a Corporation Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk to the Corporation for advice.

## **12. CONFLICTS OF INTEREST**

12.1 Corporation Members should seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Corporation.

12.2 They should not allow any conflict of interest to arise that might interfere with the exercise of their independent judgement, or indeed might appear to others to influence them inappropriately.

- 12.3 The Instrument of Government states that a Corporation Member must not take or hold any interest in any of the College's properties or receive any remuneration for their services (except for the salaries of staff members and the Principal), unless they have obtained the written approval of the Secretary of State.
- 12.4 The Instrument of Government also requires Corporation Members to disclose 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 duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 12.5 An interest does not have to be financial for the purposes of disclosure. If there is any possibility of an interest conflicting, or being perceived as conflicting with the independence of a Corporation Member, then it should a) be reported to the Clerk to the Corporation and b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered.
- 12.6 The Corporation Member should normally withdraw from that part of the meeting considering the matter, and on no account may vote in relation to it.
- 12.7 It may be that a Member is aware that a family member (spouse, partner, child or other close relative) has an interest in some aspect of the Corporation or College's activity, that could be perceived as influencing their decision-making. In that case, they should declare the interest as if it were their own.

### **13. GIFTS AND HOSPITALITY**

- 13.1 Corporation Members must not receive gifts, hospitality or benefits in kind from a third party which might be seen to compromise their personal judgement.
- 13.2 Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk to the Corporation.

### **14. REGISTER OF INTEREST**

- 14.1 The Clerk to the Corporation will maintain a Register of Members' Interests, which will be open for public inspection. Members are responsible for keeping the Clerk to the Corporation informed of all relevant changes to their circumstances, so that the Register is kept up to date.

### **15. COLLECTIVE RESPONSIBILITY**

- 15.1 The Corporation operates by taking majority decisions in a corporate manner at quorate meetings.
- 15.2 Each individual Member has a duty to stand by the collective decision of the Corporation, even when it was not unanimous, whether or not he or she was present at the meeting when the decision was taken.
- 15.3 If a Member disagrees with a decision, his or her first duty is to have that disagreement formally discussed and minuted.
- 15.4 If such a matter arises between Corporation meetings he or she should discuss it with the Chair and raise it at the next Corporation meeting (if necessary invoking the power in the

Instrument to call a Special Corporation meeting). The Clerk will circulate the Member's views to the other Members in advance of the meeting.

- 15.5 Alternatively, as a final resort, the Member may decide to offer his or her resignation from office, having consulted the Chair of the Corporation.

## **16. CONFIDENTIALITY**

16.1 Because of the Corporation's public accountability, 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 (including Committees) are normally available for public inspection when the Chair has approved them for publication.

16.2 Although Corporation papers will, as a matter of principle, be placed in the public domain wherever possible, there are circumstances where it is necessary to keep information confidential. Such matters include, for example, when the Corporation considers commercially sensitive issues, or personal matters affecting named or identifiable individuals. Such items will be kept in a confidential file by the Clerk to the Corporation and will be circulated, in confidence, to Members.

16.3 It is important that the Corporation and its Committees can have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members with a shared corporate responsibility for decisions. Members should keep confidential any matter, that has been decided should be dealt with on a confidential basis

16.4 Where staff and student Members are required to withdraw from meetings, they have no right of access to any related minutes or papers that are held confidential.

16.5 Members must 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 or her absence, the Vice-Chair).

16.6 It is unethical for Members to criticise, canvas or reveal the views of other Members that have been expressed at meetings of the Corporation or its Committees.

## **17. ATTENDANCE AT MEETINGS**

17.1 A high level of attendance at meetings of the Corporation is expected so that Members can perform their function properly.

## **18. GOVERNANCE DEVELOPMENT**

18.1 Members must obtain a thorough grounding in their duties and responsibilities, by participating in the College's governance induction. They are encouraged to participate in governor training opportunities and are expected to keep their own training needs under regular review. The Clerk to the Corporation will be pleased to arrange for specific training as required.

18.2 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 and critical process of self-evaluation.

**\* AS A MEMBER OF THE CORPORATION I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.**

Dated:

Signature of Member .....

Name of Corporation Member .....

## **APPENDIX 1**

### Summary of Responsibilities of Corporation Members

#### ***Responsibilities***

Under the College's Articles of Government the Corporation shall be responsible:-

- (a) for the determination of the educational character and mission of the institution and for oversight of its activities;
- (b) for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- (c) for approving annual estimates of income and expenditure;
- (d) for 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, his appointment, grading, suspension, dismissal and determination of pay in his capacity as member of staff);
- (e) for setting a framework for the pay and conditions of service of all other staff; and
- (f) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Council).

"Senior Post" means the post of Chief Executive and such other senior posts as the Corporation Members may determine for the purposes of the Articles.

#### ***Responsibilities which must not be delegated***

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

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (d) the appointment or dismissal of the Principal or holder of a senior post;
- (e) the appointment or dismissal of the Clerk (including, where the clerk is, or is to be, appointed as a member of staff his appointment or, subject to Article 12(9), dismissal in his capacity as member of staff); and
- (f) the modifying or revoking of the Articles of Government.

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