

Plumpton College

Code of Conduct for Corporation Members

(Revised by the Corporation on 25 March 2003, 24 March 2009)

1 Introduction

- 1.1 This Code is intended as a guide for corporation Members, to indicate the standards of conduct which are expected of them, to enable them to understand their legal and ethical duties and to assist them both in carrying out their duties and in their relationship with the Corporation and the Principal. This Code is therefore aimed at promoting effective and well informed college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to the Code, Members are recommended to familiarise themselves with the following which will be supplied to them on appointment:-
- (a) the College's Instrument of Government;
 - (b) the College's Articles of Government;
 - (c) the College's Strategic Plan;
 - (d) the Financial Memorandum entered into by the College with the Learning & Skills Council (LSC);
 - (e) 'The College Governor' issued by the Further Education Funding Council (May 2000) or equivalent as an advisory document; and
 - (f) the 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

Appendices 1 (responsibilities of Corporation Members), 2 (Financial Memorandum of the LSC) and 3 (powers of the Corporation) are attached to the Code for ease of reference. They should not be read as an exhaustive statement of duties, powers or provisions, and Members should refer to the source documents listed above. If a Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, legal advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Member of a corporate body and for any act or omission in that capacity rests with the individual Member.

- 1.3 This Code applies to every committee, working party or other subsidiary body of the Corporation to which Members may be appointed.

- 1.4 Acceptance of appointment as Member of the Corporation will be construed as acceptance of this Code.

2 Interpretation

In this Code “College” means Plumpton College, and “Member”, “Chairman”, “Principal” and “Clerk” mean respectively the Member, Chairman, Principal and Clerk for the time being of the Corporation. All other definitions have the same meaning as given in the College’s Instrument and Articles of Government, and words importing one gender will import any gender.

3 Duties

- 3.1 All Members 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 the provisions appearing in paragraph 8 of this Code relating to collective responsibility, independently. The actions of Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 3.2 Whatever decisions Members take at meetings of the Corporation and its committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interests of its students and other users of the College’s services, and the safeguarding of public funds. Members should have regard to those interests, and must not allow any sectional interest to take precedence. In particular, Members are not appointed as ‘representatives’ or ‘delegates’ of any outside body, and may not lawfully be bound by mandates given by others.
- 3.3 Members must observe the provisions of the College’s Instrument and Articles of Government and in particular the responsibilities given to the Corporation by Article 3(1) of 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 Appendix 1.
- 3.4 Members should also have regard to the different, but complementary, responsibilities given to the Principal as the 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, 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. Members should work together so that the Corporation and the Principal perform their respective roles effectively.
- 3.5 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the LSC as a condition of receiving public funds. A summary of the more important requirements of the Financial Memorandum is set out in Appendix 2.
- 3.6 Although the LSC is the main provider of funds to the College, Members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE), and the European Union (EU).

4 Public Service Values

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in paragraph 1.2 (f) of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Member, and should underpin all decisions taken by the Corporation.

5 Skill, Care and Diligence

A Member should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or the Chairman. Members should be careful to act with the terms of any committees on which they serve.

6 Powers

Members are responsible for taking decisions which are within the powers given to the Corporation by Sections 18 and 19 of the Further and Higher Education Act 1992. If a Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he should immediately refer the matter to the Clerk for advice.

7 Conflicts of Interests

- 7.1 Like other persons who owe a fiduciary duty, Members 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.
- 7.2 Members are reminded that under clause 11.1 of the College's Instrument of Government they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education.
- 7.3 Members are also reminded that under clause 11(2) of the College's Instrument of Government they must disclose to the Corporation any financial interest which they have, or may have, in:-
- (a) the supply of work or goods to or for the purposes of the College;
 - (b) any contract or proposed contract concerning the College; or
 - (c) any other matter relating to the College.
- 7.4 However, an interest does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgement, then the interest, financial or otherwise, should:-

- (a) be reported to the Clerk; and
- (b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

- 7.5 Members 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. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 7.6 The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members are invited to disclose routinely to the Corporation all business interests, financially otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Clerk will enter such interests on the Register. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given in to "interest" in paragraph 7.4 of this Code.

8 Collective Responsibility

- 8.1 The Corporation operates by Members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not he was present at the meeting of the Corporation when the decision was taken.
- 8.2 If a Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Member strongly disagrees, he or she should consult the Chairman and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Member should refer to clause 12(4) of the College's Instrument of Government as to the power to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Member's views in advance to the other Members. Alternatively, the Member may decide to offer his resignation from office, after consulting the Chairman.

9 Confidentiality

- 9.1 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 are normally available for public inspection when they have been approved for publication by the Chairman.
- 9.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in

confidence to Members. However, Staff and Student Members may not have access to minutes dealing with matters in respect of which they are required to withdraw from meetings under clauses 14(5), (6), (8), (9) or (10) of the College's Instrument of Government.

- 9.3 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 Members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the chairman or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 9.4 Members, other than the Principal, should not make statements to the press or media or at any public meeting relating the proceedings of the Corporation or its committees without first having obtained the approval of the Chairman or, in his absence, the Vice Chairman. It is unethical for Members publicly to criticise, canvass or reveal the views of other Members which have been expressed at meetings of the Corporation or its committees.

10 Attendance at Meetings

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

11 Governance Development

- 11.1 Members are encouraged to obtain a thorough grounding in their duties and responsibilities and an awareness of the environment within which the College operates by participating in the College's governance induction and training programmes, including refresher workshops.
- 11.2 In order to promote more effective governance, Members will carry out an annual review of the performance of the Corporation of its duties and responsibilities, as part of a continuing process of self evaluation.