

winstanley college

**WINSTANLEY COLLEGE
CODE OF CONDUCT**

For the Governors of Winstanley College

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COLLEGE CODE OF CONDUCT FOR THE GOVERNORS OF WINSTANLEY COLLEGE

Made by the Governing Body on 3 October 2000 and revised on 4 July 2016.

1 INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors at Winstanley College, 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 Governing Body 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.
- 1.2 In addition to this Code, Governors are recommended to familiarise themselves with the source documents listed in the Schedule.
- A number of appendices accompany this document.
- 1.3 If a governor is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governor of the College and for any act or omission in that capacity rests with the individual Governor.
- 1.4 This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which Governing Body Members may be appointed.
- 1.5 By accepting appointment to the Winstanley College Governing Body, each Governor agrees to accept the provisions of this Code.
- 1.6 Each Governor by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Member in accordance with clause (10) of the Governing Body's Instrument and Articles of Government.

2 INTERPRETATION

In this Code the following expressions shall have the following meanings:

- 2.1 'College' Winstanley College;

'College Mission Statement' means the statement referred to at clause 3.1 of this Code or such other mission statement as may be agreed by the Winstanley College Governing Body from time to time;

'College Core Values' - those Core Values set out at clause 3.2 of this Code or such other core values as may be agreed by the Governing Body from time to time;

EFA the Education Funding Agency or any successor body;

'SFA' the Skills Funding Agency;

DfE the Department for Education

'Governing Body' means the Sixth Form College Board of Governors which was established and designated by the Secretary of State for the purpose of conducting the College;

'Governor', 'Chair', 'Principal' and 'Clerk' mean respectively the Member of the Governing Body of the College, the Chair of the Governing Body, the Principal of the College and the Clerk of the Governing Body;

2.2 All other definitions have the same meanings as given in the College's Instrument and Articles of Government;

2.3 words importing one gender import any gender.

3 AIMS AND VALUES

3.1 The College's Mission Statement: **'To achieve academic excellence in a supportive and challenging learning community'**

3.2 The College Board of Governors has a set of values and behaviours by which it will operate. The Winstanley College Board of Governors is agreed that every member is treated with respect. All Governors will have an equal opportunity to express their views, and should do so taking into account what is in the best interests of Winstanley College.

3.3 The College's Mission Statement together with the Strategic Objectives agreed by the Governing Body seeks to encapsulate the core purposes and aims of the College. Governors' should have due regard to these purposes and aims and to the core values and behaviours when conducting the business of the Governing Body and considering the activities and proposed activities of the College.

3.4 Governors are expected to demonstrate their commitment to Winstanley College by their regular attendance and active participation at meetings.

3.5 The Governing Body recognises its obligations to all those with whom it and / or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Governing Body is committed to:

having close regard to the voice of the learner;

combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 (**the 2010 Act**) and promoting equality in accordance with its duty under the 2010 Act;

engaging with the community which the College serves in order to understand and meet its needs in accordance with the College's strategic objective to work, in collaboration with schools and partners, to achieve excellence and optimise progression and

Observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need when exercising its functions, to prevent people from being drawn into terrorism.

3.5 The Governing Body is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

4 DUTIES

4.1 Governors are in the position of charity trustees and as such 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 Governor should act honestly, diligently and (subject to the provisions appearing in paragraph **10** of this Code relating to collective responsibility) independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

4.2 Decisions taken by Governors at meetings of the Governing Body and its committees must not be for any improper purpose or personal motive. Decisions taken must always be 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 (including the bodies that elected them).

- 4.3 Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Governing Body by the College's Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office and also the responsibilities given to the Board of Governors 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 **Appendix 3**.
- 4.4 Governors should comply with the Standing Orders and terms of reference of the Governing Body and its committees to ensure that the Governing Body conducts itself in an orderly, fair, open and transparent manner. Governors must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in **Appendix 4**. Whereas it is the Governing Body's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Governing Body's decisions, and to manage the College's affairs within the budgets and framework fixed by the Governing Body. Governors should work together so that the Governing Body and the Chief Executive perform their respective roles effectively.
- 4.6 Governor members should refer to the Clerk for advice relating to the governance functions which are set out in **Appendix 5** and have regard to the Clerk's independent advisory role.

5 STATUTORY ACCOUNTABILITY

- 5.1 Governors are collectively responsible for observing the duties set out in the Funding Agreement which the College has entered into with the EFA as a condition of receiving public funds. A summary of some of the more important requirements of the Funding Agreement is set out in **Appendix 6**.
- 5.2 Although the EFA is the main provider of funds to the College, Governors 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 (HFEC) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.
- 5.3 As accounting officer for the EFA its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the EFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also 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, alongside the Chief Executive of the EFA, to give an account of the use made by the College of such funds. The Governing Body 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.

6 PUBLIC SERVICE VALUES

Although sixth form college corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. In particular, 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 **Appendices 1 and 2** of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Governor, and should underpin all decisions taken by the Governing Body.

7 SKILL, CARE AND DILIGENCE

A Governor 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 Governors act as agents of the College, for example, when functions are delegated to a committee of the Governing Body or to the Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

8 POWERS

Governors are responsible for taking decisions which are within the powers given to the Governing Body by Parliament under sections 33E and 33F of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009 and the Education Act 2011. A summary of those powers is set out in **Appendix 6**. If a Governor thinks that the Governing Body is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

9 CONFLICTS OF INTEREST

9.1 Like other persons who owe a fiduciary duty, Governors 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 Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 Governors are reminded that under the College's Instrument of Government and its policy on conflicts of interest and the general law they must disclose to the Governing Body any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods 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 other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Governing Body.

9.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Governor or of a close relative of the Governor or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgement then:

9.3.1 the interest, financial or otherwise, should be reported to the Clerk;

9.3.2 the nature and extent of the interest should be fully disclosed to the Board of Governors before the matter giving rise to the interest is considered;

9.3.3 if the governor concerned is present at **the meeting of the Board, or any of its committees**, at which such supply, contract or other matter constituting the interest **is to be considered**, he or she should:

9.3.3.1 not take part in the consideration or vote on any question with respect to that item and shall not be counted in the quorum for that item in the meeting; and

9.3.3.2 withdraw from that Board or committee meeting **where required** to do so by a majority of the members of the Board or committee present at the meeting.

9.4 For the purposes of clause 9.4 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.

- 9.5 Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services to the College) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
- 9.6 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 or the College's anti-bribery policy or the College's policy on receiving gifts or 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.
- 9.7 The Clerk will maintain a Register of Governors' Interests which will be open for public inspection. Governors must disclose routinely to the Governing Body all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to "interest" in **clauses 9.4 and 9.5** of this Code.

10 COLLECTIVE RESPONSIBILITY

- 10.1 The Governing Body operates by Governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Governing Body 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 of the Governing Body when the decision was taken.
- 10.2 If a Governor disagrees with a decision taken by the Governing Body, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or any five Governors under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Governor's views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

11 OPENNESS AND CONFIDENTIALITY

- 11.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chair. Approved minutes recording outcomes at Board and Committee meetings are available on the College Web site, governance page.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Governing Body 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 Governors save for those Governors who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Governing Body should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues governors must also consider the College's publication scheme issued under the Freedom of Information Act 2000.

- 11.3 However, staff and student Governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.4 It is important that the Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Governing Body are satisfied should be dealt with on a confidential basis.
- 11.5 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Governing Body or its committees.

12 COMPLAINTS

12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.

12.2 Under the EFA's Funding Agreement (Part Two Clause 9.1) students, employees and other third parties have a right to make a complaint to the EFA in respect of the College or any of its decisions and this right is referred to in the College's relevant complaints and disciplinary procedures) Copies of these procedures are published on the College's Intranet. Governors in particular are reminded of the EFA's Procedure for dealing with complaints about Providers of Education and Training (issued by the EFA in October 2015.) The Procedure provides that the EFA will investigate complaints about institutions that fall into the following two areas:

12.2.1 The institution has not complied with its own complaints procedure when considering the complaint.

12.2.2 The institution has failed to comply with an obligation imposed on it under its funding agreement.

12.3 Complaints under this section may include, but are not limited to:

12.3.1 The quality or management of learning provision; and

12.3.2 Poor administration.

12.4 The EFA **will not** investigate complaints where another body or legal route of challenge is more appropriate. Examples in

12.4.1 Exam results or curriculum content. Complaints of this nature should be dealt with by the appropriate examination awarding body or by Ofqual;

12.4.2 Individual employment issues that are a matter for the employer and the employee, and where employment law provides appropriate remedies;

12.4.3 Institutional contractual disputes, including for example, complaints about the terms of sub-contracting agreements between an institution and a sub-contractor;

12.4.4 matters that are already the subject of legal action, proposed legal action, or where legal proceedings are the most appropriate way of resolving the dispute;

12.4.5 matters relating to child protection/safeguarding which will be referred immediately to the relevant authority.

- 12.5 The Board of Governors has agreed a policy for complaints against the Board and has agreed a procedure if the Clerk needs to seek external advice in the event that the Governing Body is considered to be acting inappropriately or beyond its powers.

13 ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Governing Body is expected so that Governors can perform their functions properly. The College's Standing Orders sets out the policy on attendance for governors.

Governors are expected to prepare thoroughly for meetings of the Board of Governors and its committees and should be aware that on occasions this may involve additional visits to the College or discussions with senior managers or other Board members.

14 GOVERNANCE DEVELOPMENT

- 14.1 The Board of Governors shall seek to ensure that all governor members are appointed on merit, in accordance with an open selection procedure carried out by the Governing Body's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Board of Governors should have regard to the provisions relating to the membership of the Board in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Governing Body carries out its functions under the College's Articles of Government.
- 14.2 Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, Governors will carry out an annual review of the performance by the Board of its duties and responsibilities, as part of a continuing and critical process of self-evaluation which is embedded in the Board's cycle of business.

15 DATE OF ADOPTION

The Winstanley College Board of Governors adopted this code of conduct on 3 October 2000 when it was agreed to include the seven principles of public life together with some minor amendments relating to the revised Instruments and Articles of Government.

The Code has been further revised as part of a regular review of the Board's operating procedures and in line with good practice. The Board considered this seventh version in 2016 and approved all amendments on 12 December 2016 and it is this seventh edition which has now been adopted.

16 REVIEW CYCLE

Date of Policy December 2016

Date of next review summer term 2019

SCHEDULE 1

List of source documents

1. The College's Instrument of Government;
2. The College's Articles of Government;
3. The Standing Orders and terms of reference of the Governing Body and its committees;
4. The Funding Agreement entered into by the College with the EFA;
5. The College's Mission Statement and strategic objectives;
6. The College's Strategic Plan;
7. The College's policies that extend to Governors, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, and the College's gifts and hospitality policy, the College's policy on conflicts of interest, the College's policy on safeguarding learners; and the College's policy on preventing people from being drawn into terrorism.
8. The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely: 8.1 selflessness; 8.2 integrity; 8.3 objectivity; 8.4 accountability; 8.5 openness; 8.6 honesty; and 8.7 leadership.
9. An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at **Appendix 1**;
10. The Joint Audit Code of Practice issued by the EFA.
11. The UK Corporate Governance Code (formerly the Combined Code on Corporate Governance) published by the Financial Reporting Council;
12. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard). An extract from the Good Governance Standard setting out the six core principles of good governance is set out at **Appendix 2**;
13. Appendices 1 (The Seven Principles of Public Life), 2 (Six Core Principles of Good Governance), 3 (Responsibilities of Governors), 4 (Responsibilities of the Principal and Clerk), 5 (Funding Agreement) and 6 (Powers of the Governing Body) accompany this Code for reference as a separate document.

As a Governor and Member of the Winstanley College Board of Governors, I agree to observe this Code of Conduct to the best of my abilities.

Name of Governor to be printed

Signature of Governor

Signed on – insert date of signature

Edition 7 approved by the Governing Body at its meeting on 12 December 2016