

KIDDERMINSTER COLLEGE

A CODE OF CONDUCT FOR CORPORATION MEMBERS

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1. INTRODUCTION

1.1 This code is intended as a guide for Corporation Members, to indicate the standards of conduct which underpin public life. They are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

1.2 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 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.

1.3 Members are recommended to familiarise themselves with the following which will be supplied to them on appointment: -

- 1.3.1 this Code;
- 1.3.2 the College's Instrument of Government;
- 1.3.3 the College's Articles of Government;
- 1.3.4 the College's Strategic Plan; and
- 1.3.5 the LSC Financial Memorandum

Appendix 1, attached to this Code is for easy reference. It should not be read as an exhaustive statement of duties, powers or provision, and Members should refer to the source documents listed above. If a Member is in doubt about the provisions of any of these 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 statutory body and for any act or omission in that capacity rests with the individual Member.

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

1.5 Acceptance of appointment as a Member of the Corporation will be construed as acceptance of this Code.

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2. DEFINITIONS

In this Code “College” means Kidderminster College, “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 meanings as given in the College’s Instrument and Articles of Government and words importing one gender will import all genders

3. DUTIES

- 3.1 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 interests. Each Member should act honestly, diligently and, subject to the provisions appearing in paragraph 7 of this Code relating to collective responsibility, independently.
- 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 the 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 cannot 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 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 College’s senior management team, 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.

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- 3.5 Members are 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.
- 3.6 The Corporation acts as an employer and Members are responsible for ensuring that the College has responsible and effective personnel policies and health and safety policies.

4. SKILL, CARE AND DILIGENCE

On occasions Members will act as agents of the College, for example when functions are delegated to the Chairman, a committee of the Corporation, or the chairman of a committee. A Member should then, as 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.

5. CONFLICTS OF INTEREST

- 5.1 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 as Members of a statutory body.
- 5.2 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 property held or used for the purpose of the institution. Nor 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.

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5.3 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: -

5.3.1 the supply of work or goods to or for the purposes of the College

5.3.2 any contract or proposed contract concerning the College; or

5.3.3 any other matter relating to the College.

5.4 However an interest does not have to be financial for the purposes of disclosure. If it is likely to interfere with the exercise of a Member's independent judgement, then the interest, financial or otherwise, should: -

5.4.1 be reported to the Clerk; and

5.4.2 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.

5.5 Any offer or receipt of gifts, favours or hospitality from a person or organisation which a Member knows or suspects is motivated by an intention to do business with the College should immediately be reported to the Clerk.

5.6 The Clerk will maintain a Register of Members' Interests, financial or otherwise, which have been disclosed to the Corporation. Members must inform the Clerk whenever their circumstances change and interests are acquired or lost.

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6. COLLECTIVE RESPONSIBILITY

- 6.1 The Corporation operates by Members taken 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.
- 6.2 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 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 powers to call a special meeting and, if appropriate, exercise them, requesting the Clerk to circulate the Member's views in advance to the other Members. Alternatively, the Member may decide to offer his or her resignation from office, after consulting the Chairman.

7 CONFIDENTIALITY

- 7.1 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 the Members or the chairman of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 7.2 Agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved by the Chairman. However, 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. Members will have access to that folder on request, except for any Staff or Student Members may not have access to papers dealing with matters in respect of which they are required to withdraw from meetings under clauses 14(5), (7) or (8) of the College's Instrument of Government. Members owe a duty to the Corporation to keep all items in the confidential folder confidential.
- 7.3 Members should not make any statement to the press or media or make any other public utterance relating to the College without first having obtained the approval of the Chairman or, in his absence, the Vice Chairman.

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8. ATTENDANCE AT MEETINGS

- 8.1 A high level of attendance at meetings of the Corporation is required, so that Members can perform their functions properly.

9. GOVERNANCE DEVELOPMENT

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

10. ANNUAL REVIEW OF PERFORMANCE

- 10.1 The Corporation will annually review its performance against this Code of Conduct using a checklist.

Reviewed December 2007

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APPENDIX 1

SUMMARY OF RESPONSIBILITIES OF CORPORATION MEMBERS

Responsibilities:

Under Article 3 (1) of 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 a member of staff).
- (e) for setting a framework for the pay and conditions of service of all other staff.

“Senior Post” means the post of Principal and such other posts as the Members may determine for the purposes of the Articles.

Responsibilities which must not be delegated

Article 5(9) of the Articles of Government prohibits 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 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 dismissal in his capacity as a member of staff).
- (f) the modifying or revoking of the Articles of Government.