

GOWER COLLEGE SWANSEA

CODE OF CONDUCT FOR CORPORATION BOARD MEMBERS

1. Introduction

- 1.1 This code is intended as a guide for Governors, 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 College 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 law.

The Code should reflect the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those in public office, namely:

- Selflessness - 'Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.'
- Integrity - 'In carrying out public business should not place themselves under any financial or other obligation to outside individuals or organizations that might influence them in the performance of their official duties.'
- Objectivity - 'In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards or benefits, holders of public office should make choices on merit.'
- Accountability - 'Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.'
- Openness - 'Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.'
- Honesty - 'Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.'

- Leadership - 'Holders of public office should promote and support these principles by leadership and example.'

1.2 In addition to this Code, Governors are recommended to familiarize themselves with the following:

- The Gower College Swansea Further Education Corporation (Government) Regulations 2010 (*known as the Instrument and Articles of Government*);
- The Financial Memorandum between the Welsh Assembly Government, Further Education Institutions and Higher Education Institutions providing further education in Wales (*issued by the Department for Children Education, Lifelong Learning and Skills on 1 January 2007*);
- The Guide for Governors of Further Education Institutions in Wales (*issued by the Further Education Funding Council for Wales in June 2000*);
- The College's Strategic Plan; and
- Other policies where governors may have a role to play:
 - * Anti-bribery Policy
 - * Whistleblowing Policy
 - * Safeguarding Children and Vulnerable Adults Policy.

Appendices 1 and 2 are attached to this Code for easy 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 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 Corporation Board Member 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 College to which members may be appointed.

1.4 Acceptance of appointment as a Governor will be construed as acceptance of this Code.

2. Interpretation

2.1 In this Code "College" means Gower College Swansea, and "Member", "Chairman", "Principal" and "Clerk" mean respectively the Member, Chairman, Principal and Clerk for the time being of the Corporation.

- 2.2 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 and 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 Board 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.
- 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 and any other senior post holders, 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 Department for Education, Lifelong Learning and Skills/ the Welsh Government as a condition of receiving public funds.
- 3.6 Although the Welsh Government 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 European Union.

4. Skill Care and Diligence

- 4.1 A member should in all his work for the College exercise such skill as he 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 Board or the Chairman. Members should be careful to act within the terms of reference of any committees on which they serve.

5. Powers

- 5.1 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. A summary of those powers is set out in Appendix 2. 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.

6. Conflicts of interest

- 6.1 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 judgment.
- 6.2 Members are reminded that under clause 10 of the College's Instrument of Government they must not take or hold any interest in any property held or used for the purpose of the College without the prior approval in writing of the Welsh Ministers.
- 6.3 Members are also reminded that under clause 10(2) (a) of the College's Instrument of Government they must also disclose to the Corporation any financial interest which they have, or may have, in:-
- The supply of work to or goods for the purposes of the College;
 - Any contract or proposed contract concerning the College; or
 - Any other matter relating to the College.
- 6.4 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 judgment, then the interest, financial or otherwise, should:
- Be reported to the Clerk; and

- 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.

- 6.5 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2012 or which might be seen to compromise their personal judgment or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 6.6 Under clause 17 of the College's Instrument of Government Members must not receive any remuneration for their services as Members.
- 6.6 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, financial or 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 to "interest" in paragraph 6.4 of this code.

7. Collective Responsibility

- 7.1 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.
- 7.2 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 a Member strongly disagrees, he 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 11(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.

8. Confidentiality

- 8.1 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.
- 8.2 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 individual 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 13(5), (7) or (8) of the College's Instrument of Government.
- 8.3 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 the Members or the Chairman or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 8.4 Members should 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 Chairman or, in his absence, the Vice-Chairman. It is unethical for Members publicly to criticize canvas or reveal the views of other Members which have been expressed at meetings of the Corporation or its committees.

9. Attendance at meetings

- 9.1 A high level of attendance at meetings of the Corporation is expected so that Members can perform their functions properly. The Clerk maintains a record of Members' attendance at every Corporation and Committee meeting and such attendances, and apologies, will be duly recorded in the minutes. A composite record of all attendances will be reviewed annually by the Search Committee, who then may request intervention by the Corporation Chair where circumstances suggest such action to be appropriate.

10. Governance Development

- 10.1 Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 10.2 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 process of self evaluation.

Confirmed by Corporation Board 16 December 2013

**SUMMARY OF RESPONSIBILITIES OF CORPORATION (EXTRACT FROM
ARTICLES OF GOVERNMENT)**

APPENDIX 1

3.—(1) The Corporation is responsible for—

- (a) the determination of the educational character and mission of the institution and oversight of its activities;
- (b) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, grading, appraisal, suspension 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 and determination of pay in the capacity as a member of staff);
- (e) the dismissal 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 dismissal in the capacity as a member of staff);
- (f) setting a framework for the pay and conditions of service of all other staff; and
- (g) if there is no Academic Board, ensuring that arrangements are in place for advising the Principal on—
 - (i) the standards, planning, co-ordination, development and oversight of the academic work of the institution;

- (ii) arrangements for the admission, assessment and examination of students; and
- (iii) the procedures for the expulsion of students for academic reasons.

Delegations

6.—(1) Subject to paragraph (2), the Corporation may delegate powers to—

- (a) any committee established under article 5;
- (b) the Chair or, in the Chair's absence, the Vice-Chair; or
- (c) the Principal.

(2) The Corporation must not delegate 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) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (d) the appointment of a person to 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 of a member of staff; or
- (f) the making of new articles of government in place of these Articles or the modification of these Articles under section 22(4) of the Further and Higher Education Act 1992(1).

(3) The Principal may, with the prior written approval of the Corporation, delegate to other members of staff any of the Principal's functions, other than the management of budget.

(4) The Academic Board may delegate powers to any committee established under article 4(8).

SUMMARY OF THE POWERS OF THE CORPORATION

Principal Powers

1. Under Section 18 of the Further and Higher Education Act 1992, as amended, a further education corporation may:
 - provide further and higher education; and
 - supply goods or service in connection with their provision of education.
2. These powers are known as the Corporation's "principal powers".

Supplementary Powers

3. Under Section 19 of the 1992 Act a further education corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by Section 18 of the Act, including in particular the following:
 - the power to acquire and dispose of land and other property;
 - the power to enter into contracts, including in particular:
 - * contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of their principal powers; and
 - * (contracts with respect of carrying on by the Corporation of any such activities;
 - the power to borrow such sums as the Corporation think fit for the purposes of carrying on any activities they have power to carry on or to meet any liability transferred to them under Section 23 to 27 of the 1993 Act (i.e. when the College achieved its corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the National Council for Education and Training for Wales, which may give its consent for a particular borrowing or for borrowing of a particular class;

- power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on;
 - power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and
 - power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.
4. The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.
5. The powers conferred by Section 19 of the Act are known as "supplementary powers".