



**COLCHESTER INSTITUTE**

**CODE OF CONDUCT  
FOR  
CORPORATION MEMBERS**

Approved by the Board 10.12.13

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## **FOREWORD**

There is no doubt that the volunteers who serve on the College's Corporation Board show a high level of ability and dedication to uphold the principles of public service.

This Code of Conduct, based upon the Instrument and Articles of Government and the Nolan principles of public service, has been drawn up as a guide for members to help them exercise their responsibilities.

The reputation of the College and the trust and confidence of those with whom it deals are amongst the most cherished and vital assets of the Corporation and its staff. The fostering and protection of that reputation is of fundamental importance to the Board's work.

Christopher Bridge  
Chair

## Code of Conduct Summary

This Code of Conduct has been drawn up to guide Members in carrying out their duties. In summary Members should:

1. conduct themselves in accordance with the highest ethical standards and embrace the seven principles of public life laid down by the Nolan Committee;
2. show the highest loyalty to the College and act in good faith in its best interests at all times. In particular
  - Corporation Board decisions must always be taken for the benefit of the College, its students, staff and other users and with a view to safeguarding public funds;
  - Members must not be bound by mandates given to them by other bodies or persons;
  - Members must observe the provisions and responsibilities in the College's Instrument and Articles of Government, comply with the Corporation Board's Standing Orders and ensure that the Corporation acts within the powers conferred on it by the Further and Higher Education Act 1992.
3. observe the duties set out in the Financial Memorandum which the College has entered into with the Skills Funding Agency (SFA) and ensure the proper use of income derived from other sources;
4. discharge their duties with skill, care and diligence;
5. avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests (including those of their family) and those of the College. Members must declare openly and immediately any relevant interest in accordance with the provisions in the Instrument and this Code;
6. abide by the principle of collective responsibility. Once a decision has been taken by the Corporation Board, Members have a duty to stand by it, even if they voted against it or were absent when the decision was taken;
7. be committed to securing equality of opportunity within the College, to combating discrimination on whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation;
8. ensure that the business of the Corporation Board is conducted openly and transparently and that, as a general principle, students and staff have free access to information about the proceedings of the Corporation Board and that confidential items are kept to a minimum;
9. respect the confidentiality of those items of business which the Corporation Board decides from time to time should remain confidential;
10. attend meetings of the Board and its Committees, giving them such priority as is reasonable and practicable;
11. take opportunities to enhance their effectiveness as a governor through participation in training and development programmes and by increasing their own knowledge of the College.

## **Introduction**

This Code is intended as a guide to indicate the standards of conduct and accountability which are expected of Corporation Members 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. The Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law.

In addition to this Code, Members are recommended to familiarise themselves with the source and reference documents listed in the Appendix.

This code should not be read as an exhaustive statement of duties, powers or provisions, and Members should refer to the source documents. If a Member is in doubt about the provisions of any of these documents, the Clerk should be consulted, and if necessary professional advice should be sought. However, ultimate responsibility for the appropriateness of conduct as a Member of the Corporation and for any act or omission in that capacity rests with the individual Member.

The Code applies to every committee, working party or other subsidiary body of the Corporation to which Members may be appointed. By accepting appointment to the Corporation or to any of its committees, each member agrees to accept the provisions of the Code.

It also applies to anyone who is not a member of the Board who is appointed by the Board to any of its Committees.

## **Interpretation**

In this document "College" means Colchester Institute, and "Member", "Chair", "Principal" and "Clerk" mean respectively the Member of the Corporation, Chair of the Corporation, Principal and Chief Executive and the Corporation Secretary/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 any gender.

## CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION BOARD

### The Seven Principles of Public Life

The second report of the Nolan Committee on Standards in Public Life, 1996, laid down seven Principles of Public Life:

#### **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**

*Holders of public office should not place themselves under a financial or other obligation to outside individuals or organisations that might influence them in the performance or their official duties.*

#### **Objectivity**

*In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and 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.*

These principles have been applied throughout the Code of Practice.

## **Aims and Values**

The College Mission and Vision Statements agreed by the Corporation from time to time seek to encapsulate the core purposes and aims of the College. Members should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College

The Corporation recognises its obligations to all those with whom it has dealings - students, employees, local and national employers and industries, suppliers, other educational institutions and the local community. As a publicly funded organisation it also recognises that it is publicly accountable to taxpayers. In particular the Corporation is committed to combating any discrimination within the College on the grounds of age, disability; family responsibility, marital status, race, colour, ethnicity, nationality, religion or belief, gender, sexual orientation, trade union activity, and any other irrelevant criteria.

The Corporation 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. Members must resist any temptation or outside pressure to use the position of Member to benefit him/herself or other individuals or agencies.

Public service values are at the heart of the further education service. High standards of corporate and personal conduct, based on the principles set out in the Nolan Report and the recognition that students and other users of the College's services must come first, are a requirement of being a member and should underpin all decisions taken by the Corporation

Members should support the aims and objectives of the College and promote the interests of the College and its students in the wider community.

## **Duties**

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 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.

Decisions Members take 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 must be taken with a view to safeguarding public funds. Members must not allow any sectional interest to take precedence. In particular, Members must not be bound in their speaking or voting by mandates given to them by other bodies or persons. Members are not appointed as 'representatives' or 'delegates' of any outside body and should base their views on the matters before the Corporation on an honest assessment of the available facts, unbiased by factional or representative views

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, are set out in Governance Handbook.

Members should comply with the Standing Orders and the terms of reference of its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep those Standing Orders and terms of reference under periodic review.

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. The responsibilities of the Principal are set out in Governance Handbook.

### **Statutory Accountability**

Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the SFA as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum is set out in the Governance Handbook.

Although the SFA 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 of public funds, from subsidiary earnings and from individual members of the public 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.

As accounting officer for the SFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the SFA 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 accountable and responsible 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 SFA to give an account of the use made by the College of such funds. 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.

### **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 to the Chair. Members should be careful to act within the terms of reference of any committees on which they serve.

### **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 as amended by the Learning and Skills Act 2000. A summary of those powers is set out in the Governance Handbook. If a Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately raise the matter in debate or, outside meetings refer the matter to the Clerk for advice.



## Conflicts of Interest

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.

Members are reminded that under the College's Instrument of Government they must not take or hold any interest in any property held or used for the purposes of the College or receive any remuneration for their services (save as a member of staff of the College) save where this would be permitted under charity law and where necessary with the consent of the Charity Commission.

Members are also reminded that under the College's Instrument of Government they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in:-

- (a) the supply of work or goods to or for the purposes of the College; or
- (b) any contract or proposed contract concerning the College; or
- (c) any other matter relating to the College, or
- (d) any other interest of a type specified by the Corporation in any matter relating to the College,

They must also declare any duty which is material and which conflicts or may conflict with the interests of the Corporation.

If an interest of any kind (including an interest of a spouse or partner of a Member or of a close relative of the Member or his or her partner or spouse) 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:-

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

Members should withdraw from, and may be asked to leave the meeting room for, 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 nor be counted in the quorum.

In this context, "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild, and step-father/mother/brother/sister/child.

Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy 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.

The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Twice a year each Member will be sent a copy of their current entry in the Register to confirm it is correct or to amend it as appropriate. In addition to this, Members should inform the Clerk as soon as practicable whenever their circumstances change and interests are acquired or lost.

If any member is in doubt as to whether an interest should be disclosed, he or she should seek the advice of the Clerk.

### **Collective Responsibility**

The Corporation operates by Members taking majority decisions in a corporate manner 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 or she was present at the meeting of the Corporation when the decision was taken.

If a Member disagrees with a decision taken or proposed to be taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Member continues strongly to disagree, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Member should refer to the power of the Chair or any five members under the Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Member's view in advance to the other Members. Alternatively, as a final resort the Member may decide to offer his or her resignation from office, after consulting the Chair.

### **Openness and Confidentiality**

Because of the Corporation's public accountability, and the importance of conducting its business openly and transparently, the Clerk will 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 Chair.

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 identified as "Part 2 Agenda Items" and the minutes and supporting papers will be kept confidential 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 the College's Instrument of Government.

Some confidential items are likely to be of a sensitive nature for a certain period of time only. The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be reviewed from time to time to consider whether the confidential status should be removed and the item made available for public inspection. When considering such issues the Corporation must also consider the College's publication scheme issued under the Freedom of Information Act and policy on access to information not contained in the Publication Scheme. .

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 and immediate past members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

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 Chair

or, in his or her absence, the Vice Chair. It is unethical for Members publicly to criticise, canvass or reveal the view of other Members which have been expressed at meetings of the Corporation or its committees.

### **Statements or Disclosures to Press or Other Media**

The Board recognises the genuine public interest in the college and role it has in the Community. Nevertheless published comment, especially if attributable to Members or Senior Managers, can generate serious concerns for staff, students, sponsors or funding bodies. It may also affect in adverse ways the College's business or banking relationships. Members who wish to speak with or are approached by Press or other Media shall therefore first clear any intended statements or disclosures with the Chair or Chief Executive.

### **Complaints**

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, students and the community it serves, it is important for there to be an appropriate complaints procedure in place and for this to be well publicised. Members are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedure in accordance with which employees may seek redress of any grievance 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. Students, employees and other third parties have a right to make a complaint to the SFA in respect of the college or of any of its decisions.

### **Attendance at Meetings**

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

### **Development of Good Governance**

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.

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.

The Corporation shall seek to ensure that all members are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Remuneration and Search Committee, and are drawn widely from the community which the College serves, having regard to provisions relating to the membership of the Corporation in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need for continuity, balance and a range of appropriate skills and interests.

As a Member of the Colchester Institute Corporation I agree to observe this code of conduct to the best of my abilities.

Name of Member ..... (please print)

Signature .....

Date .....

**SOURCE AND REFERENCE DOCUMENTS**

All documents are available on or via links from the Governance Portal:

1. The College's Mission Statement, Vision Statement and Strategic Plan;
2. The College's Instrument and Articles of Government;
3. The Standing Orders and Committee terms of reference
4. The Financial Memorandum entered into by the College with the SFA
5. The Joint Audit Code of Practice issued by the SFA and the EFA (Education Funding Agency)
6. The College's anti-bribery policy as required by the Bribery Act 2010
7. The Governor Training Material
8. Governance Handbook
9. The statutory powers of the Corporation Board in the Further and Higher Education Act 1992
10. The UK Corporate Governance Code (formerly the Combined Code on Corporate Governance) published by the Financial Reporting Council
11. The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard)
12. The Principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office.