

**COLCHESTER INSTITUTE**

**CODE OF CONDUCT**

**FOR**

**CORPORATION BOARD MEMBERS & CO-OPTED MEMBERS**

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## FOREWORD

There is no doubt that the students, staff and volunteers who serve on the Colchester Institute Corporation Board are committed to delivering against the core values associated with public service.

The good reputation of the College plays an important part in the Corporation Board's ability to carry out its business for the public benefit, one of its primary duties. The Board has a key role in respect of furthering, sustaining and protecting that good reputation.

This Code of Conduct, based on the Corporation Board's Instrument and Articles of Government and the seven Nolan Principles of Public Life, is designed to support Board & Co-opted Members in the effective and proper delivery of their responsibilities in relation to the above.

A handwritten signature in black ink that reads "Lisa Blake". The signature is written in a cursive style with a large, looping initial "L" and "B".

**Lisa Blake**  
**Chair of Corporation Board**

## **CODE OF CONDUCT for Corporation Board Members & Co-opted Members of the Corporation Board – Colchester Institute**

In this Code:

- “College” means Colchester Institute
- “Member” refers to any Member of the Corporation Board or co-opted member to a sub-committee of the Corporation Board and its sub-committees
- “Chair” refers to the Chair of the Corporation Board
- “Head of Governance” means Clerk to the Corporation Board
- The “Corporation” means the Corporation Board
- As set out in the Instrument and Articles of Government any reference to “the Principal” shall include a person acting as Principal
- “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use conferencing facilities or any other electronic or virtual means it is possible for every person present at the meeting to communicate with each other
- References to legislation include amendments and replacements

### **1. Purpose and Scope**

This Code of Conduct sets out the standards of behaviour, integrity and accountability expected of all Members of the Corporation Board and its sub-committees (“Members”). It supports effective, ethical and transparent governance and reflects Members’ legal, fiduciary and public responsibilities.

The Code applies to:

- All Members appointed to the Corporation Board
- Members appointed to committees or working groups (Co-opted members)

By accepting appointment, individuals agree to comply with this code.

This code is not a comprehensive statement of the law. Members and Co-opted Members are responsible for understanding their duties and should seek advice from the Head of Governance where necessary. Ultimate responsibility for conduct rests with each individual member.

### **2. Core Principles**

Members must uphold the Seven Principles of Public Life as defined by the Committee on Standards in Public Life (Nolan Principles):

1. Selflessness – Act solely in the public interest.
2. Integrity – Avoid obligations that could influence decision-making.
3. Objectivity – Make decisions based on merit and evidence.
4. Accountability – Be accountable for decisions and actions.
5. Openness – Be transparent, giving reasons where appropriate.
6. Honesty – Declare interests and manage conflicts properly.
7. Leadership – Promote and exemplify these principles.

These principles underpin all aspects of this Code.

### **3. Duties and Responsibilities**

#### **3.1 Fiduciary Duty and Loyalty**

Members owe a fiduciary duty to the College and must:

- Act in good faith and in the best interests of the College, its students, staff and stakeholders
- Safeguard public funds and protect the College's reputation
- Exercise independent judgement and not act as delegates or representatives of other bodies

#### **3.2 Governance and Legal Compliance**

Members must:

- Comply with the College's Instrument and Articles of Government, Standing Orders and committee terms of reference
- Ensure the Corporation Board acts within its statutory powers under the Further and Higher Education Act 2024
- Respect the distinct roles of the Corporation Board (strategy, oversight and accountability) and the Principal (executive leadership and management)

#### **3.3 Skill, Care and Diligence**

Members must:

- Prepare thoroughly for meetings
- Contribute constructively and responsibly
- Act with the level of care and diligence expected in the position

### **4. Accountability and Use of Public Funds**

Members are collectively responsible for:

- Compliance with the College Financial Handbook
- Ensuring proper stewardship of all public and non-public funds
- Maintaining the financial sustainability and health of the College

The Principal, as Accounting Officer, is accountable to Parliament. The Corporation Board is accountable for oversight, financial probity and compliance with the law.

### **5. Equality, Diversity and Inclusion**

Members must:

- Promote equality of opportunity and inclusion
- Challenge discrimination and uphold legal duties under equality legislation
- Support a culture of dignity, respect and fairness throughout the College, in line with the College's stated values

### **6. Conflicts of Interest**

Members must avoid actual, potential or perceived conflicts of interest or loyalty between their personal interests and their duties to the Corporation Board and must not allow such conflicts to compromise their independent judgement. In accordance with the College's Instrument and Articles of Government, Members must not hold interests in College property or receive remuneration for their role, except where permitted by law. Members must declare all relevant direct or indirect financial and non-financial interests,

including those relating to contracts, the supply of goods or services, and any other matter specified by the Corporation Board, as well as any duties that may conflict with the interests of the College.

### **6.1 Declaration of Interests**

Under the College's Instrument and Articles of Government, Members must:

- Declare all relevant financial and non-financial interests, including those of close family members
- Update, via the Head of Governance, the Register of Interests promptly when circumstances change
- Declare interests at meetings before relevant items are considered

### **6.2 Managing Conflicts**

Where a conflict exists or could reasonably be perceived:

- The Member must declare the conflict
- The Member must withdraw from discussion and decision-making
- The Member must not vote or be counted in the quorum

If in doubt, Members must seek advice from the Head of Governance.

### **6.3 Gifts and Hospitality**

Members must not accept gifts or hospitality that could compromise, or be perceived to compromise, their independence or integrity. All offers must be declared in accordance with the College's anti-bribery policy.

## **7. Collective Responsibility**

The Corporation Board operates on the basis of collective decision-making.

Members must:

- Support and uphold decisions of the Corporation Board once made
- Raise concerns internally through appropriate governance channels
- Avoid public criticism of Corporation Board decisions or other Members

Where a Member fundamentally disagrees with a decision, the proper course is internal discussion, formal dissent recorded in minutes, or resignation as a last resort.

## **8. Openness, Confidentiality and Information**

Members must:

- Support transparency and public accountability
- Respect confidentiality where formally agreed by the Board
- Comply with the requirements of the Freedom of Information Act and the Data Protection Act 2018

Confidential ("Part 2") items must only be shared where authorised and reviewed periodically for release.

## **9. Media, Public Statements and Social Media**

Members must:

- Obtain prior approval from the Chair (or Vice Chair) before making public or media statements on behalf of the College
- Use social media responsibly and avoid commentary that could damage the College's reputation or governance

## 10. Complaints and Whistleblowing

Members must:

- Ensure effective, accessible complaints and whistleblowing procedures are in place
- Not intervene improperly in individual complaints
- Respect the right of staff, students and third parties to raise concerns, including with the Department for Education

## 11. Attendance, Training and Development

Members are expected to:

- Attend all meetings of the Corporation Board, and the sub- committees to which they are appointed, maintaining a minimum attendance level of 80% for each. Where a Member is unable to attend, apologies must be submitted in advance, including the reason for non-attendance.
- Participate in initial and ongoing training and development activities
- Contribute to annual Board self-assessment and continuous improvement processes

## 12. Appointment and Good Governance

The Corporation Board is committed to:

- Open, transparent and merit-based appointment processes, in accordance with an open selection procedure carried out by the Corporation Board's Governance, Remuneration and Search Committee.
- Diversity, equity and inclusion in Board membership
- Maintaining a balance of skills, experience and perspectives

## 13. Declaration

As a Member of the Colchester Institute Corporation Board/ Co-opted member of a sub-committee of the Colchester Institute Corporation Board, I agree to comply with this Code of Conduct and to uphold the highest standards of public service and governance.

**Name:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

## **Appendix: Key Reference Documents**

Available via the Governance Portal:

- Instrument and Articles of Government
- Standing Orders and Committee Terms of Reference
- College Financial handbook 2025
- FE and Sixth-form college corporations: governance guide
- Code of Good Governance for English Colleges
- Nolan Principles of Public Life
- Anti-Bribery Policy
- Conflict of Interest Policy (Corporation Board Members, Co-opted members and Senior Post Holders)
- Charity Commission: Conflicts of Interest a guide for charity trustees
- Safeguarding Policies
- Equity, Inclusion and Diversity Policy
- Equity, Inclusion and Diversity Charter
- Freedom of Information Act
- Data Protection Act 2018