

**Further Education Corporation
Code of Conduct for Members**

1. Introduction

1.1 This Code describes the responsibilities of Members of the South Essex College Further Education Corporation and indicates the standards expected of them in relation to their individual conduct. All Members of the Corporation are required, on accepting office, to declare that they will abide by the Code.

1.2 In addition to this Code, Members are recommended to familiarise themselves with the following:

- the College's Instrument of Government
- the College's Articles of Government
- the English Colleges' Foundation Code of Governance (AoC)
- the College's Strategic Plan
- the Financial Memorandum entered into by the College with the Skills Funding Agency
- 'Governance and Delegation of Powers' – the governance arrangements for the F. E. Corporation of South Essex College
- Standing Orders for the Conduct of Meetings of the F. E. Corporation and Committees of South Essex College; and Related Issues
- 'The College Governor', an advisory document issued by the Further Education Funding Council or its equivalent
- 'The Governor Training Materials' (2012) issued by the Learning and Skills Improvement Service as advisory documents, Module 2, Section 2.
- the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership.

An extract of the report of the Nolan Committee setting out these principles in more detail is set out at Appendix 1.

1.3 If a Member 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 (see also paragraph 6).

1.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company, joint venture or steering group of the College to which Members may be appointed.

2. Aims and Values

- 2.1 The College Purposes, Vision, Mission, Priorities and Key Objectives, as set out in the Strategic Plan and 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.
- 2.2 The Corporation 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 Corporation is committed to combating any discrimination within the College on the grounds of race, ethnic or national origin, religion, age, disability or sexuality, and to the principles set out in the Charter for Further Education and in the College's own Charter.
- 2.3 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.

3. Responsibilities and Conduct of Members

- 3.1 Individual Corporation Members should at all times act with integrity and awareness of their responsibilities as Members of the Corporation. They should at all times:
- comply with this Code,
 - comply with Standing Orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner,
 - act in good faith and in the best interests of the Corporation,
 - act fully in accordance with the normal principles of financial accountability and the highest standards of propriety,
 - use reasonable care, diligence and skill in fulfilling their role,
 - support the aims and objectives of the College,
 - promote the interests of the College, its students and other users of the College's services.
 - protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 3.2 Members are collectively responsible for ensuring that the Corporation:
- acts within the powers given to the Corporation under sections 18 and 19 of the Further and Higher Education Act 1992 as amended by the Learning and Skills Act 2000, in the Education Act 2011 and in the Instrument and Articles of Government,
 - observes the duties set out in the Financial Memorandum from the Skills Funding Agency. 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 (including the Education Funding Agency), 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.

3.3 Members should not:

- act in a way which will bring the Corporation into disrepute,
- use information gained in the course of their public services for personal gain,
- use the opportunity of public service to promote their private interests,
- put themselves in a position where there is a conflict (real or potential) between their personal interests and duties to the Corporation,
- be bound in their speaking and voting by mandates given to them by other bodies or persons.

4. Duties of Members

4.1 Members should:

- work co-operatively with other Members in the best interests of the College,
- acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Corporation (or a committee) prevails, it must be supported, and Members will be collectively responsible for that decision,
- base his/her view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views,
- acknowledge that as an individual Member, he/she has no legal authority outside the meetings of the Corporation and its committees,
- understand that an individual Member does not have the right, other than through the Chairman and with the Corporation's agreement, to make statements or express opinions on behalf of the Corporation,
- take or seek opportunities to enhance his/her effectiveness as a Member through participation in training and development programmes and by increasing his/her own knowledge of the College,
- attend, as far as is practicable, all meetings of the Corporation and its committees (of which s/he is a member),
- have regard to his/her broader responsibilities as a Corporation Member of a publicly-funded institution, including the need to promote public accountability for the actions and performance of the Corporation.

4.2 Members should have regard to the different, but complementary, responsibilities given to the Principal and 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 Chief Executive and any other senior postholders, it is the Principal and Chief Executive'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 and Chief Executive perform their respective roles effectively.

5. Registration and Declaration of Interests

5.1 Members should:

- resist any temptation or outside pressure to use the position of Member to benefit him/herself or other individuals or agencies,
- complete fully and honestly the Declaration of Eligibility for Membership and attached Register of Interests, and amend the Register as soon as is reasonably practicable after any change of interest occurs,
- declare openly and immediately any personal conflict of interest arising from a matter before the Corporation or its committees or from any other aspect of Corporation interest,
- respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential.

5.2 In the light of any declaration of interest, it should be for the Corporation, or the Chair of any committee, to determine whether the Member should withdraw from discussions and decisions relating to that interest.

5.3 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity.

6. Independent Professional Advice

6.1 The Corporation, or any of its committees, may collectively decide to take independent professional advice on any matter by passing a resolution to that effect at a meeting.

6.2 Individual Members shall have the right to take, within reasonable financial limits, independent professional advice at the Corporation's expense on any matter concerning the exercise of their powers and responsibilities. This can be exercised only by giving prior notice to the Clerk in order that s/he can:

- (a) check whether professional advice on the matter has already been sought and advise the Member accordingly,
- (b) obtain the approval of the Chair, in consultation with the *Principal and Chief Executive*, which may not be unreasonably withheld,
- (c) obtain from the Chair an indication of the financial limits that the Corporation will meet. The Member will be liable for any additional costs incurred unless the prior consent of the Chair is obtained.

6.3 Any advice obtained shall be made available to all Corporation Members.

7. Breach of Code

If a Member is in breach of the Code of Conduct, it may:

- (a) constitute a breach of trust,
- (b) entitle the Corporation to disqualify the Member from continued membership of the Corporation,
- (c) give rise to legal proceedings and/or result in the individual liability of the Member.

The procedure for dealing with breaches is outlined in Appendix D of the College Standing Orders.

8. Resolution of Difficulties

8.1 If a Corporation Member has a difficulty in understanding the implications of, or complying with, this Code, he/she should raise the issue with the Chairman of the Corporation, who will advise on the resolution of the issue. If the Member remains concerned, he/she may seek further guidance from the Clerk to the Corporation.

8.2 If a Corporation Member believes that

- (a) the Corporation is proposing to act improperly, or
- (b) a decision taken, or a process of decision-making, by the Corporation is wrong or flawed,

there are three possible courses of action to resolve the matter:

- arrange a private meeting with the Chair,
- request that an item be put on the agenda of the next meeting of the Corporation.
- call a special meeting, in accordance with the terms of Paragraph 11(3) of the Instrument of Government.

If the Member and/or the Chair feels that the conflict cannot be resolved, then consideration must be given to that Member's continued membership of the Corporation.

This Code of Conduct was approved by the Further Education Corporation in October 2012 and has been amended to reflect recent changes of a minor and administrative nature.

Rob Millea
Chaplin Frobisher Welling
Clerk to the Corporation.

APPENDIX 1

The Seven Principles of Public Life

*The following is an extract from the Second Report
of the Nolan Committee on Standards in
Public Life, May 1996*

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 any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, 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.