

APPENDIX C
WOKING COLLEGE
Committed to Success

CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION

Revised by the Woking College Corporation on 18 October 2006

1. INTRODUCTION

- 1.1 This Code of Conduct outlines the guiding principles that underpin the actions of all governors and external members of committees of the Corporation and by which the Corporation and individual members will operate.
- 1.2 This Code is not a definitive or authoritative statement of responsibilities and should be read in addition to the Standing Orders of the Corporation.
- 1.3 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Governors or external members may be appointed.
- 1.4 In this Code references to 'Member' means governors of the Corporation of Woking College and external members of any committees or working parties of the Corporation.
- 1.5 By accepting appointment to the Corporation or to membership of a committee each Member agrees to accept the provisions of this Code.
- 1.6 If a Member is in doubt about the provisions of this Code, the Clerk should be consulted. However, ultimate responsibility for the appropriateness of conduct as a Member and for any act or omission in that capacity rests with the individual Member.

2. AIMS AND VALUES

- 2.1 The College Mission agreed by the Corporation from time to time seeks 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.

3. COLLECTIVE RESPONSIBILITY AND DUTIES

- 3.1 Bearing in mind the corporate nature of governance and the need for a positive and effective partnership between the Corporation and the Principal, individual members should:
 - (a) Support the aims and objectives of the College and promote its interests and those of the students in the wider community and protect the good reputation of the College and the trust and confidence of those with whom it deals;
 - (b) Work co-operatively with other governors in the best interests of the College so that the Corporation and the Principal perform their respective roles effectively;
 - (c) Encourage the open expression of views at meetings acknowledging that differences of opinion may arise in discussion and when a majority decision of the governing body prevails, support this and accept collective responsibility for all decisions. This means that Members will not speak out against decisions, in public or private, outside meetings of the Corporation or its committees;

(d) Base their views on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views, always for the benefit of the College, its students and staff and other users of the College and with a view to safeguarding public funds;

(e) Observe the provisions of the College's Instrument and Articles of Government in particular the responsibilities given to the Corporation by the College's Articles of Government set out in Appendix 1. These include maintaining an oversight of the College activities strategic policy and overall direction and responsibility for certain key aspects of its operation i.e. educational character, resources and budget. Additionally Governors appoint the Principal and monitor the performance of the Principal and other senior postholders;

(f) Allow the Principal, as the College's Chief Executive, to organise, direct and manage the affairs of the College in such a manner as allows him or her to exercise the required powers of leadership and control. The responsibilities given to the Principal by the College's Articles of Government are set out in Appendix 2. The Principal takes responsibility for implementing the Corporation's decisions, managing the College's affairs within the budgets and framework fixed by the Corporation and for providing advice on matters relating to the educational character of the College; and

(g) Give priority, as far as practical, to attending Corporation and committee meetings with a minimum attendance level at all Corporation and Committee meetings of 70%.

4. LEGAL AUTHORITY

4.1 Members acknowledge that:

(a) They have no legal authority outside the meetings of the Corporation and its committees to act individually except where the Corporation has expressly delegated authority to do so; and

(b) They do not have the right to make statements or express opinions on behalf of the Corporation or any of its committees.

5. PUBLIC SERVICE VALUES

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

5.2 Public service values are at the heart of the further education service. Members agree that students and other users of the College's services come first and agree to personal and corporate conduct based on the seven principles of public life set out in Clause 3.4.6 of the Corporation Standing Orders.

6. SKILL, CARE, DILIGENCE AND EFFECTIVENESS

6.1 Members should in all their work for the College exercise such skill as they possess 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.

- 6.2 Members should be careful to act within the Terms of Reference of any committees on which they serve.
- 6.3 Members should take opportunities to enhance their effectiveness through participation in training and development programmes and by increasing his or her own knowledge of the College.

7. PERSONAL CONFLICTS OF INTEREST

- 7.1 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 which might interfere with the exercise of their independent judgment:
- (a) Members must not acquire or hold any financial interest in the College;
 - (b) Members are prohibited from receiving any remuneration or attendance allowance in respect of their membership of the Corporation (save as a member of the College's staff);
 - (c) Members must declare openly and immediately any personal conflict of interest arising from a matter before the governors or from any other aspect of governorship in accordance with the Instrument of Government Clause 11 and Standing Orders Clause 12;
 - (d) If an interest is declared that Member should not take part in the discussion of, or decisions relating to, that item and shall not be counted in the quorum present at the meeting in relation to a resolution on which they are not entitled to vote;and
 - (e) Members must resist any temptation or outside pressure to use the position of governor to benefit themselves or other agencies. Members should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity as a Member. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 7.2 The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members must disclose annually 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. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost.
- ## **8. OPENNESS AND CONFIDENTIALITY**
- 8.1 Members will appreciate that they are often privy to confidential information and that this must be treated with complete discretion.
- 8.2 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 must keep confidential any matter which, by reason of its nature, the Chair or Members decide should remain confidential. .
- 8.3 Unless otherwise agreed by the Corporation for a specific circumstance, statements on behalf of the Corporation will only be made by the Chairman or the Principal in accordance with Standing Order Clause 14.

8.4 Members must not publicly criticise, canvass or reveal either how Members voted within a meeting or the views which have been expressed by Members at Corporation or committee meetings.

9. REMOVAL FROM OFFICE

9.1 Members agree that if the need arises to use the sanction of removing a governor, this will take place in accordance with the Standing Orders Clause 4.7.

AS A MEMBER OF THE CORPORATION / MEMBER OF A COMMITTEE OF THE CORPORATION I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.

Dated:

.....
Name of Member

APPENDIX 1

Summary of Main Responsibilities of Members under the Articles of Government

Under 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, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff;
- (e) for setting a framework for the pay and conditions of service of all other staff; and
- (f) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Council).

"Senior Post" means the post of Principal and such other senior posts as the Members may decide for the purposes of the Articles.

Responsibilities which must not be delegated

The Articles of Government prohibit the Corporation from delegating the following:-

- (g) the determination of the educational character and mission of the institution;
- (h) the approval of the annual estimates of income and expenditure;
- (i) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (j) the appointment or (subject to Article 17) the dismissal of the Principal or holder of a senior post;
- (k) the appointment or dismissal of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment or, subject to Article 17, dismissal in the capacity as member of staff);
- (l) the modifying or revoking of the Articles of Government;
- (m) the power to determine an appeal under articles 16(5)(a), 17(8), 17(14) or 18(11); and
- (n) to the Principal the power to determine an appeal in connection with the dismissal of a member of staff under article 18(6) unless the Principal has previously delegated his power under article 18(1) to dismiss a member of staff to the holder of a senior post.

The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of “reserved” responsibilities.

APPENDIX 2

Summary of main responsibilities of the Principal under the Articles of Government.

Under the College's Articles of Government the Principal shall be the Chief Executive of the College and shall be responsible for:

- (o) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;
- (p) the determination, of the institution's academic activities and the determination of its other activities;
- (q) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation and the management of budget and resources within the estimates approved by the Corporation;
- (r) the organisation, direction and management of the institution and leadership of the staff;
- (s) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (t) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons