

CODE OF CONDUCT FOR MEMBERS OF THE GOVERNING BODY AND CO-OPTED MEMBERS

1. INTRODUCTION

- 1.1.** The duties and the responsibilities of the Governing Body are currently specified in the Instrument and Articles of Government approved by the Welsh Government (formerly the Welsh Assembly Government) in 2006. The Governing Body of Bridgend College adopted its own set of Instrument and Articles of Government in March 2019.

This Code is intended as a guide for individual Members of the Governing Body and its Committees (including Co-opted Members). It identifies the standards of conduct expected of Members of the Governing Body and Co-opted Members to enable them to understand and carry out their legal duties and to properly conduct their relationships with the Corporation and the Principal and other members of senior management. The Code is intended to provide guidance on effective and well-informed corporate governance. It is not intended to be a definitive or authoritative statement of the law.

- 1.2.** In addition to this Code, Governors are recommended to familiarise themselves with:
- (a) the Instruments and Articles of Government;
 - (b) the Standing Orders of the Governing Body and its Committees as well as the Terms of Reference for each Committee on which they sit;
 - (c) the Strategic Plan 2020-25
 - (d) the Financial Regulations and the Financial Memorandum entered into by Bridgend College with the Welsh Government via DfES.
- 1.3.** If a Governing Body or Co-opted Member is in doubt about the provisions of this Code, the Clerk should be consulted and, if necessary, professional advice should be sought. However, ultimate responsibility for the appropriateness of conduct as a Governing Body/Co-opted Member and for any act or omission in that capacity rests with the individual Member.

- 1.4 This Code applies to every Committee and subsidiary company to which the Member may be appointed.
- 1.5 By accepting appointment to the Corporation, each Member agrees to accept the provisions of this Code.
- 1.6 Each Member, by accepting the provisions of this Code, agrees that any breach of the Code by them may lead to the termination of their appointment as a Member.

2. INTERPRETATION

- 2.1. In this Code the “College” means the Bridgend College Corporation and, “Governor”, “Chair”, “Principal” and “Clerk” mean respectively a Member of the Governing Body, the Chair of the Governing Body, the Principal and the Clerk to the Corporation. All other definitions have the same meanings as given in the Instrument and Articles of Government.

3. NOLAN PRINCIPLES

As the body with overall authority and responsibility for the governance of an institution funded within the public sector, the Governing Body of Bridgend College must conform with the principles laid down by the Nolan Committee for those holding public office, namely:

3.1. 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.’

3.2. 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.’

3.3. 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.’

3.4. 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.'

3.5. 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.'

3.6. 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.'

3.7. Leadership:

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

4. DUTIES OF GOVERNORS

- 4.1.** Governors owe a fiduciary duty to the Institution. This means that they should show it the highest loyalty, act in good faith in the College's interests and not make any private profit from the office of Governor. Governors should act honestly, diligently, and subject to the provisions of this Code relating to collective responsibility, independently.
- 4.2.** Governors should support the aims and objectives of the College and promote the College and its staff and students in the wider community.
- 4.3.** Whatever decisions Governors take at meetings of the Governing Body and its Committees, they 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 staff, students and other users of the Institution's services, and the safeguarding of public funds. Governors should have regard to those interests, and must not allow any sectional interest to take precedence. In particular, Independent Governors are not appointed as 'representatives' or 'delegates' of any outside body, and may not lawfully be bound by mandates given by others.
- 4.4.** Governors must observe the provisions of the Instruments and Articles of Government and in particular the responsibilities given to the College by Article 3(1) of the Articles of Government. Whilst certain

powers or functions can be delegated to a Committee of the Governing Body or the Chair, the following **must not** be delegated.

- (i) the determination of the educational character and mission of the institution;**
- (ii) the approval of the annual estimates of income and expenditure;**
- (iii) responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;**
- (iv) the appointment of the Principal, the Clerk, or the holder of any senior post;**
- (v) the responsibility for hearing the appeal against dismissal of the Principal, the holder of any senior post, or, where the Clerk is a member of staff, hearing the Clerk's appeal against his or her dismissal in his or her capacity as a member of staff;**
- (vi) the modification or revocation of the Articles of Government.**

4.5. Governors should also recognise the difference between governance and management and the different but complementary responsibilities given to the Principal as the College's academic leader and Chief Executive Officer. Whereas it is the Governing Body's function to approve strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the role of the Principal, supported by other members of senior management, to present policy for approval by the Governing Body, to implement the policies approved and to manage the affairs of the College within the budgets and framework approved by the Governing Body. Governors should make every effort to ensure that the Governing Body and the Principal are able to perform their respective roles effectively.

4.6. Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Welsh Government as a condition of receiving public funds.

4.7. Although the Welsh Government is the main provider of funds to the College, Governors should be aware that the Governing Body is also responsible for the proper use of income derived from other sources.

4.8. All Members must undertake a DBS check.

5. SKILL, CARE AND DILIGENCE

Governors should, in all their work for the College, exercise such skills as they possess and such care and diligence as would be expected from reasonable persons in the circumstances. This will be particularly relevant when Governors act as agents of the College, for example,

when functions are delegated to a Committee of the Governing Body or the Chair. Governors should be careful to act within the terms of reference of any Committees on which they serve.

6. POWERS

Governors are responsible for taking decisions which are within the powers given to the College by Sections 18 and 19 of the Further and Higher Education Act 1992, as amended. If a Governor thinks that the College is likely to exceed its powers by taking a particular decision, the matter should be referred immediately to the Clerk for advice.

7. CONFLICTS OF INTEREST

7.1. As persons who owe a fiduciary duty, Governors 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 College. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement. Governors should also be careful not to put themselves in a position where a conflict of interest might be perceived.

7.2. Governors are reminded that under section 10(1) of the College's Instrument of Government they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of College staff) without the written approval of the Welsh Government.

7.3. Governors are also reminded that under section 10(2) of the College's Instrument of Government they have a duty to disclose any financial interest which they have, or may have, in:

- (a) the supply of work or goods to or for the purposes of the Institution;
- (b) any contract or proposed contract concerning the College, or
- (c) any other matter relating to the College.

7.4. However, an interest does not have to be financial for the purposes of disclosure. If an interest is likely or would, if publicly known, be perceived as being likely, to interfere with the exercise of a Governor's independent judgement, then the interest, financial or otherwise, should:

- (a) be reported to the Clerk, and
- (b) be disclosed to the Governing Body or Committee before the matter giving rise to the interest is considered.

Each agenda for meetings of the Governing Body and its Committees shall include an item of Declaration of Interests. On receipt of the papers for the meeting any member who has a potential interest should advise the Clerk. The Clerk shall inform the Chair and the member may be asked to withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may the member vote in relation to the matter.

- 7.5. Governors must not receive gifts, hospitality or benefits of any kind from a third party which might 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.
- 7.6. The Clerk will maintain a Register of Interests which will be open for public inspection. Governors are required on an annual basis to disclose routinely to the College 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; the Clerk will enter such interests on the Register. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost.
- 7.7. If there is any doubt, seek approval from the Chair.

8. COLLECTIVE RESPONSIBILITY

- 8.1 Governors are expected to work co-operatively with other Governors in the best interests of the College. The Governing Body operates by Governors taking majority decisions at quorate meetings. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Governors collectively. Each individual Governor has a duty to support the decision, irrespective of any personal views expressed at the meeting of the Governing Body when the decision was taken.
- 8.2 Where a Governor disagrees with a decision taken by the Governing Body, the Governor concerned should have the matter of disagreement discussed and minuted. If the Governor strongly disagrees, the Chair should be consulted and, if necessary, the matter raised with the Governing Body when it next meets. If no meeting is scheduled, the Governor should refer to clause 11(3) of the Instrument of Government as to the power of five members of the Governing Body to call a special meeting. Alternatively, the Governor may, after consultation with the Chairman if appropriate, decide to offer to resign from the Governing Body.

9. CONFIDENTIALITY

- 9.1.** Because of the public accountability of the Governing Body it should be ensured that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body should normally be available for public inspection when they have been approved for publication.
- 9.2.** There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example when the Governing Body considers sensitive issues or named individuals and for other good reasons. In such cases the papers circulated to the Governing Body or Committee Members shall be marked confidential and no report of the discussions will be made in the minutes issued for public inspection. In some circumstances Reserved Business Meetings of the Governing Body will take place where staff and student members shall be excluded from attending (under Paragraph 13(3) of the Instrument of Government), though such occasions should be kept to a minimum.
- 9.3.** It is important that the Governing Body and its Committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the members of the Governing Body or members of any Committee of the Governing Body are satisfied should be dealt with on a confidential basis.
- 9.4.** Governors are not permitted to make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its Committees. It is considered unethical for members of the Governing Body to publicly criticise or reveal the views of identified Governors which have been expressed at meetings of the Governing Body or its Committees.

10. ATTENDANCE AT MEETINGS

- 10.1.** A high level of attendance at meetings of the Governing Body and its Committees is expected to enable Governors to perform their functions properly. Any Governing Body/Committee Member who is absent from meetings for more than six months shall have their position discussed at the Search & Governance Committee and may be required to resign.

11. GOVERNANCE DEVELOPMENT

11.1. Governors are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in Governor Induction and Training Programmes provided by the College.

11.2. In order to promote effective governance, the Governing Body will carry out, as part of a continuing process of self-evaluation, an annual self-assessment exercise of its performance.

11.3. The Clerk to the Governing Body shall prepare an Annual Report on the activities of the Governing Body for consideration during the self-assessment exercise.

12. PROCEDURE TO BE FOLLOWED FOR NON-COMPLIANCE WITH THE CODE OF CONDUCT

12.1 Where the Chair considers that a member has committed a minor breach of the provisions of the Code, the Chair will discuss this matter with the member concerned and advise them on appropriate behaviour.

12.2 If the member continues to act in a manner that breaches the Code, this will be grounds for a resolution to end their membership of the Governing Body. The procedure will be a resolution of the Governing Body and this will be communicated to the member concerned in writing.

12.3 Where there has been a deliberate infringement of the Code, the Chair will initially give a formal warning. If there is no improvement in the conduct of the member, this will be grounds for a resolution ending their membership of the Governing Body. The procedure will be a resolution of the Governing Body and this will be communicated to the member concerned in writing.

12.4 If the Chair considers that a member's deliberate infringement is serious and likely to bring the Governing Body and/or College into disrepute, a resolution for ending their membership is to be considered and a written communication issued without a prior formal warning being given. The member will be informed that a resolution is being considered by the Governing Body for their removal from the Governing Body."

Approved: October 2020

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