

# Code of Conduct for Corporation Members

2019/2021

## Contents

1	Introduction	
2	Interpretation	
3	Aims And Values	
4	Duties	
5	Statutory Accountability	
6	Public Service Values	
7	Skill, Care And Diligence	
8	Powers	
9	Conflicts Of Interest	
10	Collective Responsibility	
11	Openness And Confidentiality	
12	Complaints	
13	Attendance At Meetings	
14	Governance Development	
		<b>Page</b>
	Schedule – List of Source Documents	10
	The Seven Principles of Public Life	11
	Six Core Principles of Good Governance	12
	Summary of Main Responsibilities Under the Articles of Government	13
	Summary of the ESFA's College Funding Framework	15
	Summary of the Statutory Powers of the Corporation	16

## 1 Introduction

- 1.1 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 those duties and in their relationship with the Governing Body and Principal as the Chief Executive. This 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 or good practice.
- 1.2 In addition to this Code, Corporation Members are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Corporation Secretary should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Corporation Member of the Group and for any act or omission in that capacity rests with the individual Corporation Member.
- 1.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the Group to which Corporation Members may be appointed.
- 1.5 By accepting appointment to the Corporation, each Corporation Member agrees to accept the provisions of this Code.
- 1.6 Each Corporation 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 in accordance with clause [10] of the Corporation's Instrument of Government.

## 2 Interpretation

In this code:

- 2.1 'Group' means The Trafford College Group;
- 2.2 'Group Mission Statement' means the statement referred to at paragraph 3.1 of this Code or such other mission statement as may be agreed by the Corporation from time to time;
- 2.3 'Group Core Values' means those Core Values set out at paragraph 3.2 of this Code or such other core values as may be agreed by the Governor Body from time to time, for example in a Public Value Statement;
- 2.4 "Corporation" means the Corporation which was established and designated by the Secretary of State for the purposes of conducting the Group for the purpose of conducting the College;
- 2.5 "Corporation Member, Chairperson, Principal and Corporation Secretary mean respectively the Member of the Corporation of the Group, the Chairperson of the Corporation, the Principal/ Chief Executive of the Group and the Corporation Secretary;
- 2.6 'DFE' means the Department for Education;
- 2.7 'ESFA' means the Education and Skills Funding Agency or any successor body;
- 2.8 'Foundation Code' means the English Colleges' Foundation Code issued by the Association of Colleges in November 2014;
- 2.9 'Secretary of State' means the Secretary of State for Education;

### 3 Vision and Mission

- 3.1 That our learners will secure employment and progress in their careers as a result of the knowledge, skills and the work ethic that they have developed at the Group.

Businesses will recognise The Trafford College Group as the leading provider of a skilled workforce, meeting Greater Manchester's skills priorities and supporting the economic growth of the region.

- 3.2 Our mission is to provide our learners with an outstanding educational experience with excellent qualification outcomes, the acquisition of industry standard skills and the development of the personal attributes and resilience to enable them to achieve their potential and fulfil their career aims.

- 3.3 The Group Vision and Mission and Purpose together with the corporate objectives of the Group agreed by the Corporation from time to time seek to encapsulate the core purposes and aims of the Group.

Corporation members, should have due regard to these purposes and aims and to the Values when conducting the business of the Corporation Body and considering the activities and proposed activities of the Group

- 3.4 The Corporation recognises its obligations to all those with whom it and/or the Group have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to:

- having close regard to the voice of the learner;
- combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 and promoting equality in accordance with its duty under the 2010 Act;
- upholding the principles set out in the College's Student Charter, copies of which are available from the Corporation Secretary; and
- engaging with the community which the College serves in order to understand and meet its needs in accordance with the College's community/local engagement policy<sup>1</sup>.
- observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech<sup>2</sup> for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.

- 3.5 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.

### 4 Duties

- 4.1 Corporation members are in the position of charity trustees and as such owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Corporation member should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of Corporation Members should promote and protect the good reputation of the Group and the trust and confidence of those with whom it deals.

- 4.2 Decisions taken by Corporation members at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the Group, its students and staff and other users of the College and must be taken with a view to safeguarding public funds.

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<sup>1</sup> On this point see *A Dynamic Nucleus, Colleges at the heart of local communities*, the Final Report of the Independent Commission on Colleges in their Communities, November 2011

<sup>2</sup> On freedom of speech see the College's Code of Practice on freedom of speech.

Accordingly, Corporation members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including but not limited to the bodies that elected them).

- 4.3 Corporation members must observe the provisions of the Group's Instrument and Articles of Government and in particular the duty to give immediate notice to the Corporation Secretary should they become disqualified from continuing to hold office and also the responsibilities given to the Governor Body by the Group's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 4.
- 4.4 Corporation 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. Corporation members must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Corporation members should also have regard to the different, but complementary, responsibilities given to the Principal as the Group's Chief Executive. The responsibilities given to the Principal by the Group's Articles of Government are set out in Appendix 4. 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 Group's affairs within the budgets and framework fixed by the Corporation. Corporation members should work together so that the Corporation and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Governors should refer to the Corporation Secretary for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Secretary's independent advisory role.

## **5 Statutory Accountability**

- 5.1 Corporation members are collectively responsible for observing the duties set out in the Financial Memorandum which the Group has entered into with the ESFA [and the Funding Agreement which the Group has entered into with the ESFA] as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum [and the Funding Agreement with the ESFA] is set out in Appendix 5.
- 5.2 Although the ESFA is the main provider of funds to the Group, Corporation members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) 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. Where HEFCE funding is received indirectly via collaboration with a HEFCE funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the Group and that institution.
- 5.3 As accounting officer for the Agency, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA 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 Group, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the Group of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the ESFA, to give an account of the use made by the Group of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the Group, and to the Courts for ensuring that the Group is conducted in accordance with the Education Acts and the general law

## 6 Public Service Values

Corporation members are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is set out in **Schedule 6**. If a Corporation Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Corporation Secretary for advice.

## 7 Skill, Care and Diligence

A Corporation Member should in all his or her work for the Group 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 Corporation members act as agents of the Group, for example, when functions are delegated to a committee of the Corporation or to the Chairperson. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

## 8 Powers

Corporation members are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is set out in Appendix 6. If a Governor thinks that the Governor Body is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Corporation Secretary for advice.

## 9 Conflict of Interest

- 9.1 Like other persons who owe a fiduciary duty, Corporation 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.
- 9.2 Corporation members are reminded that under the Group's Instrument of Government and its policy on Conflicts of Interest and the general law they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the Group or the supply of goods for the purposes of the Group, or in any contract or proposed contract concerning the Group, or in any other matter relating to the Group or any other interest of a type specified by the Corporation in any matter relating to the Group, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 9.3 If an interest of any kind (including an interest of a spouse or partner of a Corporation 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 Corporation members independent judgement, then:
- 9.3.1 the interest, financial or otherwise, should be reported to the Corporation Secretary;
  - 9.3.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
  - 9.3.3 if the Corporation member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should;
  - 9.3.4 not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
  - 9.3.5 withdraw from that Corporation or committee meeting where required to do so by a majority of the members of the Corporation or committee present at the meeting

- 9.4 For the purposes of clause 9.3 “close relative” includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.
- 9.5 Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
- 9.6 Corporation 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 Group’s anti-bribery policy [and the Group’s policy on receiving gifts] 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 Corporation Secretary.
- 9.7 The Corporation Secretary will maintain Register of Corporation members’ Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Corporation Secretary will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers and should inform the Corporation Secretary whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to “interest” in paragraphs 9.3 and 9.5 of this Code.

## **10 Collective Responsibility**

- 10.1 The Corporation operates by Corporation 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 Corporation collectively and each individual Corporation 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.
- 10.2 If a Corporation member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation member strongly disagrees, 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 Corporation member should refer to the power of the Chair or any five Governors under the Group’s Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Corporation Secretary to circulate the Corporation member’s views in advance to the other Corporation members. Alternatively, as a final resort, the Corporation member may decide to offer his or her resignation from office, after consulting the Chair.

## **11 Openness and Confidentiality**

- 11.1 Because of the Corporation’s public accountability and the importance of conducting its business openly and transparently, Corporation members should ensure that, as a general principle, students and staff of the Group 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 Chairperson of the Board of the Corporation.
- 11.2 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 kept in a confidential folder by the Corporation Secretary, and will be circulated in confidence to Corporation members. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution).

The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Governors must also consider the Group's publication scheme issued under the Freedom of Information Act 2000.

- 11.3 Staff and student Governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the Group's Instrument of Government.
- 11.4 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 Corporation members with a shared corporate responsibility for decisions. Corporation members should keep confidential any matter which, by reason of its nature, the Chairperson or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 11.5 Corporation 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 Chairperson or, in his or her absence, the Vice Chairperson. It is unethical for Corporation members publicly to criticise, canvass or reveal the views of other Corporation members which have been expressed at meetings of the Corporation or its committees.

## 12 Complaints

- 12.1 In order to ensure that the affairs of the Group are conducted in an open and transparent manner and that the Group is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances 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
- 12.2 Under the ESFA's Financial Memorandum with colleges (Part 2, clause 19.4), students, employers and other third parties have a right to make a complaint to the ESFA in respect of the Group or of any of its decisions. Corporation members in particular are reminded that under the ESFA's Procedure for dealing with complaints about Providers of Education and Training provision funded by ESFA (November 2018) the ESFA can investigate complaints about:
  - 12.2.1 quality, management or experience of education and training;
  - 12.2.2 undue delay or non-compliance with published complaints procedures;
  - 12.2.3 poor administration;
  - 12.2.4 the quality of assessments;
  - 12.2.5 equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the courts or tribunals or other organisations);
  - 12.2.6 advanced learner loans
  - 12.2.7 apprenticeship providers from employers; and
  - 12.2.8 From employers, parents or other third parties on behalf of apprentice(s).

- 12.3 The ESFA will not investigate complaints about:
- 12.3.1 issues that are more than 12 months old (except for exceptional cases related to advanced learner loans);
  - 12.3.2 examination results, grades, marks, assessment outcomes or curriculum content;
  - 12.3.3 individual employment issues;
  - 12.3.4 governor or other voluntary employment issues;
  - 12.3.5 contractual or commercial disputes or arrangements;
  - 12.3.6 disputes between an employer and a provider in relation to the apprenticeship levy;
  - 12.3.7 matters which are the subject of legal action or matters that are better investigated by the police;
  - 12.3.8 the cancellation or reimbursement of advanced learner loans (which should be referred to the student loan company);
  - 12.3.9 claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider;
  - 12.3.10 issues classified as serial; or
  - 12.3.11 allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team); and
  - 12.3.12 safeguarding concerns<sup>3</sup>.
- 12.4 Complaints made by learners following HE courses in FE colleges are directed to the Office of the Independent Adjudicator for HE.

### **13 Attendance at Meetings**

A high level of attendance at meetings of the Corporation is expected, the Group's policy in this respect is set out in the Group's Standing Orders, so that Corporation members can perform their functions properly.

### **14 Governance Development**

- 14.1 The Corporation shall seek to ensure that all Corporation members are appointed on merit, in accordance with an open selection procedure carried out by the Corporations Search Committee, and are drawn widely from the community which the Group serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the Groups Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Corporation carries out its functions under the Group's Articles of Government.
- 14.2 Corporation members must obtain a thorough grounding in their duties and responsibilities by participating in the Corporation's governance induction and training programmes, including regular refresher workshops.

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<sup>3</sup> These will be passed onto the appropriate team within ESFA who will contact the college. ESFA may also contact other organisations, e.g. Ofsted and local authorities



- 14.3 In order to promote more effective governance, Corporation members will carry out an annual self-assessment by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self-evaluation.

## Schedule – List of Source Documents

- 1 the Group's Instrument of Government;
- 2 the Group's Articles of Government;
- 3 the Standing Orders and terms of reference of the Corporation and its committees;
- 4 the Financial Memorandum and the Funding Agreement entered into by the Group with the ESFA;
- 5 the Group's Mission Statement and corporate objectives;
- 6 the Groups' Strategic Plan;
- 7 the Groups' policies that extend to Governors, including the policies on equal opportunities and freedom of speech, and the anti-bribery policy as required by the Bribery Act 2010, the Group's policy on receiving gifts and [the Group's policy on conflicts of interest and the Group's policy on safeguarding learners; and the Group's policy on preventing people of being drawn into Terrorism.
- 8 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; and
  - leadership.

An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Appendix 1;

- 9 the Audit Code of Practice issued by the ESFA;
- 10 the Code of Good Governance, Foundation Code ,the UK Corporate Governance Code 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).An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Appendix 2;

Appendices 1 (the Seven Principles of Public Life), 2 (Six Core Principles of Good Governance), 3 (Responsibilities of Governors), 4 (Responsibilities of the Principal and Clerk), 5 (Financial Memorandum of the ESFA) and 6 (Powers of the Governor Body) are attached to this Code for reference.

## **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, 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.

## Appendix 2

### Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005.

- 1 Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
  - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
  - 1.2 Making sure that users receive a high quality service;
  - 1.3 Making sure that taxpayers receive value for money.
  
- 2 Good governance means performing effectively in clearly defined functions and roles**
  - 2.1 Being clear about the functions of the governing body;
  - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
  - 2.3 Being clear about relationships between the governors and the public.
  
- 3 Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
  - 3.1 Putting organisational values into practice;
  - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
  
- 4 Good Governance means taking informed, transparent decisions and managing risk**
  - 4.1 Being rigorous and transparent about how decisions are taken;
  - 4.2 Having and using good quality information, advice and support;
  - 4.3 Making sure that an effective risk management systems is in operation.
  
- 5 Good governance means developing the capacity and capability of the governing body to be effective**
  - 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
  - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
  - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
  
- 6 Good governance means engaging stakeholders and making accountability real**
  - 6.1 Understanding formal and informal accountability relationships;
  - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
  - 6.3 Taking an active and planned approach to responsibility to staff;
  - 6.4 Engaging effectively with institutional stakeholders.

### Appendix 3

#### Summary of Main Responsibilities of Governors under the Articles of Government

***Responsibilities that cannot be delegated are indicated with a double asterix.***

Under the College's Articles of Government<sup>4</sup> the Governor Body shall be responsible:

- a) for the determination, preservation and development of the educational character and mission of the institution and for oversight of its activities\*\*;
- b) for publishing arrangements for obtaining the views of staff and students on the determination and periodic review of staff and students of the educational character and mission of the institution and the oversight of its activities;
- c) for the effective and efficient use of resources, the solvency of the institution and the Governor Body and for safeguarding their assets\*\*;
- d) for approving annual estimates of income and expenditure;
- e) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Corporation Secretary, including, where the Secretary is, or is to be appointed as, a member of staff, the Secretary's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff;

#### Responsibilities which must not be delegated

The Articles of Government prohibit<sup>5</sup> the Governor Body from delegating the following:-

- a) the determination and periodic review of the educational character and mission of the institution\*\*;
- b) the approval of the annual estimates of income and expenditure;
- c) the responsibility for ensuring the solvency of the institution and the Governor Body and the safeguarding of their assets\*\*;
- d) the appointment of the Principal or holder of a senior post;
- e) the appointment of the Corporation Secretary (including, where the Corporation Secretary is, or is to be, appointed as a member of staff the Secretary's appointment in the capacity as member of staff);
- f) the modifying or revoking of the Articles of Government;
- g) the consideration of the case for dismissal, of the Principal, the Corporation Secretary or the holder of a senior post unless such function is delegated to a committee of [*Members of the Governing Body*]; and
- h) the power to determine an appeal in connection with the dismissal of the Principal, the Corporation Secretary or the holder of a senior post unless such power is delegated to a committee of [*Members of the Governing Body*].

The Governor Body may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

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<sup>4</sup> The position is as set out in the 2008 Instrument and Articles. Corporations are free to amend these within the parameters set by the revised Schedule 4 Further and Higher Education Act 1992 as inserted by the Education Act 2011. Responsibilities which must be retained by the Governing Body under the revised Schedule 4 are shown with a double asterix. The list that follows summarises the effect of Articles 3, 9, 10 and 19.

<sup>5</sup> See note 6

## Appendix 4

### Summary of main responsibilities of the Principal under the Articles of Government<sup>6</sup>.

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

- a) making proposals to the Governor Body about the educational character and mission of the institution, and for implementing the decisions of the Governor Body;
- b) the determination, of the institution's academic activities and the determination of its other activities;
- c) preparing annual estimates of income and expenditure, for consideration and approval by the Governor Body, and the management of budget and resources within the estimates approved by the Governor Body;
- d) the organisation, direction and management of the institution and leadership of the staff;
- e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Governor Body, of the pay and conditions of service of staff, other than the holders of senior posts or the Corporation Secretary, where the Corporation Secretary is also a member of the staff; and
- f) 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.

### Summary of main responsibilities of the Corporation Secretary under the Articles of Government<sup>7</sup>.

Under the College's Articles of Government the Corporation Secretary shall be responsible for advising the Governor Body with regard to:

- a) the operation of its powers;
- b) procedural matters;
- c) the conduct of its business; and
- d) matters of governance practice.

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<sup>6</sup> The position is set out as required by the 2008 Articles. The revised Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Chief Executive, as the Principal may now be known, so a Governing Body may delegate any responsibility it thinks fit to the Principal, subject to it retaining responsibility for those reserved matters shown with a double asterisk.

<sup>7</sup> The position is set out as required by the 2008 Articles. The revised Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Corporation Secretary, however it is suggested that the list in the 2008 Articles remain appropriate. Legal advice should be obtained if any change to the list is being considered.

## Appendix 5

### Summary of the ESFA's College Funding Framework

1. In 2019 to 2020 FE funding will be contracted using a new contract framework.
2. The purpose of the new framework is to:
  - 2.1 reduce the number of separate agreements that providers will hold with ESFA;
  - 2.2 ensure consistency across ESFA agreements
  - 2.3 update the contracts with the latest commercial best practice.
3. The new framework will be used for all FE funding except for levy apprenticeships and European Social Fund.
4. The ESFA will start to roll the framework out in May 2019 with the Advanced Learner Loans and add further allocated funding for the 2019 to 2020 funding year in the summer. It also intends to move the procured AEB and non-levy apprenticeships funding across to this framework in the summer of 2019.
5. The agreements are formed of a main terms and conditions document and schedules. Further information about the new framework can be accessed here:  
<https://www.gov.uk/guidance/esfa-education-and-skills-contracts-2019-to-2020>
6. Schedule 9 of the Conditions of Funding Agreement sets out the key issues for Corporation Members to take account of. Nevertheless, all governors should ensure that they have reviewed and are familiar with the Funding Agreement in its entirety and any other ESFA agreement that applies to the College.

## Appendix 6

### Summary of the Statutory Powers of the Governor Body

#### Principal Powers

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:

- a) provide further and higher education;
- b) provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
- c) supply goods or services in connection with their provision of education.

These powers are known as the Corporation's "principal powers".

#### Supplementary Powers

Under section 19 of the 1992 Act the Governing Body may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following powers:-

- a) to acquire and dispose of land and other property;
- b) to enter into contracts, including in particular:
  - i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
  - ii) contracts with respect to the carrying on by the Governing Body of any such activities;
- c) to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
- d) to borrow such sums as the Governing Body thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation;
- e) to invest any sums not immediately required for the purposes of carrying on any activities the Governing Body has power to carry on;
- f) to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;
- g) to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes and
- h) to provide advice or assistance to any other person where it appears to the Governing Body to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as "supplementary powers".

**As a Corporation member I agree to observe this Code of Conduct to the best of my abilities.**