

## **ANNEX A OF STANDING ORDERS: CODE OF CONDUCT**

### **Introduction**

This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors. All Governors are required, on accepting office; to declare that they will be guided by the Code of Conduct and to make a return on an annual basis which will formally record any interests both personal and business related which may have a direct or indirect connection with Greater Brighton Metropolitan College

### **Duties**

Individual Governors should, at all times, act with awareness of their wider responsibilities as Governors. They should at all times:

- comply with this Code and Board policies including the register of interests policy
- observe the provisions of the College's Instrument and Articles and Standing Orders
- act in good faith and in the best interests of the College.
- Uphold the Nolan Committee standards of public life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership)
- uphold the confidentiality of any matter deemed confidential by the Board on the grounds of commercial or personal sensitivity.
- act fully in accordance with the normal principles of financial accountability.
- Collectively observe the duties set out in the Financial Memorandum
- Give immediate notice to the Clerk should they become disqualified from continuing to hold office

Governors should not:

- act in a way which will bring the Board or the College into disrepute.
- use information gained in the course of their membership of the Board for personal gain.

- use their membership of the Board to promote or assist in any of their other activities.

As a general guide, Governors should not take any action which cannot be publicly explained. The overriding principle should be that Governors declare any matter which may, to an observer, potentially influence their independent judgment in their role as a Board member.

Decisions taken by Governors at meetings of the Board and its committees must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including any bodies that elected them).

Governors 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. If a Governor thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice. Note that Governors are responsible for the proper use of income derived from the SFA and other sources such as HEFCE.

### **Collective Responsibility**

The Board operates by Governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.

If a Governor disagrees with a decision taken by the Board, their first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets.

If no meeting is scheduled, the Governor should refer to the power of the Chair or of any five Governors under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Governor's views in advance to the other Governors.

Alternatively, as a final resort, the Governor may decide to offer their resignation from office, after consulting the Chair.

### **Openness and Confidentiality**

Because of the Board's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.

### **Attendance at Meetings**

A level of attendance at Board meetings of 80% is expected so that Governors can perform their functions properly.

### **Governor Development**

Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops. In order to promote more effective governance, Governors will participate in an annual review of the performance by the Board of its duties and responsibilities, including a review of their own individual performance as part of a continuing and critical process of self-evaluation.

Signed.....

Date.....