Greenhead College Corporation

Code of Conduct for Governors

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"This policy has been impact assessed to ensure it complies with all aspects of Diversity and Inclusion. Members are reassured that this policy is compliant with current equality legislation".

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GREENHEAD COLLEGE CODE OF CONDUCT FOR GOVERNORS

1. INTRODUCTION

1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors and Associate Governors, 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, Governors are recommended to familiarise themselves with the source documents listed in **Schedule 0**.

1.3 If a Governor or Associate Governor 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. However, ultimate responsibility for the appropriateness of conduct as a Governor of the College and for any act or omission in that capacity rests with the individual Governor.

1.4 This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which Governors may be appointed.

1.5 By accepting appointment to the Governing Body, each Governor agrees to accept the provisions of this Code.

1.6 Each Governor and Associate Governor 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 and Articles of Government.

2. INTERPRETATION

2.1 In this Code the following expressions shall have the following meanings:

"College"	this College
"College Purpose and Principles"	means the statement referred to at **clause 3.1** of this Code or such other Purpose and Principles as may be agreed by the Governing Body from time to time
"*Corporation*"	*the sixth form college corporation which was established and designated by the Secretary of State for the purpose of conducting the College*
"*Governor*"	"Governor", "*Chair*", "*Principal*" *and* "*Clerk*" *mean respectively the Member of the Corporation of the College, the Chair of the Governing Body, the Principal of the College, and the Clerk of the Governing Body*
"DfE"	the Department for Education

2.2 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and

2.3 words importing one gender import any gender.

3. AIMS AND VALUES

3.1 The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time and including those set out in its Accountability Statement, seek to encapsulate the core purposes, and aims of the College. Corporation Members should have due regard to these purposes and principles when conducting the business of the Corporation and considering the activities and proposed activities of the College.

3.1 Purpose and Principles of Greenhead College:

Purpose:

Be exceptional.

Principles:

Create a safe space to grow and flourish.

- Create an inclusive, welcoming and safe space.
- A sense of community amongst both staff and students
- Where wellbeing comes first (just as important as academic skills)
- Where all staff are trusted and valued as professionals
- Where praise, recognition and support are shown to each other.

Be the best you can be.

- Treat every member of the College as an individual.
- Clear direction and communication
- Mutual respect between all College staff and students
- Equality of opportunity for every student
- Value and celebrate individuality and diversity.

Pursue excellence.

- Promote a culture of quality and success.
- Go above and beyond for our students.
- Very high quality of teaching and pastoral care
- Be flexible and embrace the future.
- Be at the forefront of the sector in order to serve current and future generations of students and staff.

Every person matters.

- Enrich people’s talents and skills.
- Create opportunities for all abilities to achieve their full potential.
- Challenge and educate (Try things, Fail, Learn)
- Allow students to grow in all aspects of self.
- Develop responsible, resilient, caring, young adults.

3.2 The College Purpose and Principles together with the corporate objectives of the College agreed by the Governing Body from time to time seek to encapsulate the core purposes and aims of the College. Governors should have due regard to these purposes and aims when conducting the business of the Governing Body and considering the activities and proposed activities of the College.

3.3 The Governing Body 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 Governing Body is committed to:

3.3.1 having close regard to the voice of the learner;

3.3.2 combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("**the 2010 Act**") and promoting equality in accordance with its duty under the 2010 Act;

3.3.3 engaging with the community which the College serves in order to understand and meet its needs; and

3.3.4 observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech[1] 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][2].

3.4 The Governing Body 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 Governors 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 Governor should act honestly, diligently and (subject to the provisions appearing in **clause 9** of this Code relating to collective responsibility) independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

4.2 Decisions taken by Governors at meetings of the Governing Body and its committees must not be for any improper purpose or personal motive. Decisions taken 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 the bodies that elected them).

4.3 Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office and also the responsibilities given to the Governing Body by the College'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 Governors should comply with the Standing Orders and terms of reference of the Governing Body and its committees to ensure that the Governing Body conducts itself in an orderly,

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1 On freedom of speech see the College's policy on freedom of speech.

2 On the Prevent duty see the Home Office guidance on compliance with the duty in section 26 of the 2015 Act: https://www.gov.uk/government/publications/prevent-duty-guidance

fair, open, and transparent manner. Governors must keep those Standing Orders and terms of reference under periodic review.

4.5 Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in **Appendix 5**. Whereas it is the Governing Body'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 Governing Body's decisions, and to manage the College's affairs within the budgets and framework fixed by the Governing Body. Governors should work together so that the Governing Body and the Principal as Chief Executive perform their respective roles effectively.

4.6 Governors should refer to the Clerk for advice relating to the governance functions which are set out in **Appendix 5** and have regard to the Clerk's independent advisory role.

4.7 All Governors must participate in Safeguarding and Prevent training, or any other training deemed necessary.

5. STATUTORY ACCOUNTABILITY

5.1 Corporation Members are collectively responsible for complying with the duties and requirements set out in the Accountability Agreement and associated funding conditions issued by the DfE, which the College has entered into as a condition of receiving public funding. A summary of some of the more important requirements of the Funding Agreement is set out in **Appendix 6**.

5.2 Although the DfE is the main provider of funds to the College, Governors should note that they are also responsible for the proper use of income derived from other sources 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.

5.3 The Secretary of State is directly responsible and accountable to Parliament for ensuring that the uses to which the DfE 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 College, is also directly responsible and accountable to Parliament, through the Public Accounts Committee ("PAC"), for the effective stewardship by the College of public funds. The Principal may be required to appear before the PAC, alongside the Secretary of State, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

5.4 PUBLIC SERVICE VALUES

Sixth form college Governing Bodies have been reclassified within the public sector and are subject to the principles of Managing Public Money for government accounting purposes. In particular, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in **Appendices 1** and **2** of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Governing Body Member, and should underpin all decisions taken by the Governing Body.

6. SKILL, CARE AND DILIGENCE

A Governing Body Member should in all his or her work for the College 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 Governor's act as agents of the College, for example, when functions are delegated to a committee of the Governing

Body or to the Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

7. POWERS

Governors are responsible for taking decisions which are within the powers given to the Governing Body by Parliament under sections 33E and 33F of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009 and the Education Act 2011. A summary of those powers is set out in **Appendix** Error! Reference source not found.. If a Governing Body Member thinks that the Governing Body is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

8. CONFLICTS OF INTEREST

8.1 Like other 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 Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

8.2 Governors are reminded that under the College's Instrument of Government [and its policy on conflicts of interest] and the general law they must disclose to the Governing Body any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Governing Body in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Governing Body.

8.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Governing Body Member or of a close relative of the Governing Body Member or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governing Body Member's independent judgement, then:

8.3.1 the interest, financial or otherwise, should be reported to the Clerk;

8.3.2 the nature and extent of the interest should be fully disclosed to the Governing Body before the matter giving rise to the interest is considered;

8.3.3 if the Governing Body Member concerned is present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:

8.3.3.1 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

8.3.3.2 withdraw from that Governing Body or committee meeting where required to do so by a majority of the Governors or committee present at the meeting.

8.4 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.

8.5 Where it is proposed that the Governing Body should grant a member a financial interest (such as a contract for the supply of goods or services to the College) the Governing Body must observe the requirements of the Charities Act 2011. The Governing Body may wish to take legal advice before granting such an interest to a member.

8.6 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 or the College's anti-bribery policy 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 Clerk.

8.7 The Clerk will maintain a Register of Governors' Interests which will be open for public inspection. Governors must disclose routinely to the Governing Body all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk 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 **clauses 9.3** and **9.5** of this Code.

9. COLLECTIVE RESPONSIBILITY

9.1 The Governing Body operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone, and decisions reached by alternative methods such as written resolutions, in both cases only if so provided for in the College's Instrument and Articles. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governing Body Member has a duty to stand by it, whether or not he or she was present at the meeting of the Governing Body when the decision was taken.

9.2 If a Governing Body Member disagrees with a decision taken by the Governing Body, his or her first duty is to have any disagreement discussed and minuted. If the Governing Body Member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets. If no meeting is scheduled, the Governing Body Member 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 Governing Body Member's views in advance to the other Governors. Alternatively, as a final resort, the Governing Body Member may decide to offer his or her resignation from office, after consulting the Chair.

10. OPENNESS AND CONFIDENTIALITY

10.1 Because of the Governing Body'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 Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chair.

10.2 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. Such excluded items will be kept in a confidential folder by the Clerk and will be circulated in confidence to Governors save for those Members who have a conflicting interest in the particular sensitive matter. 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 Governing Body 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 College's publication scheme issued under the Freedom of Information Act 2000.

10.3 However, 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 College's Instrument of Government.

10.4 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 Chair or members of any committee of the Governing Body are satisfied should be dealt with on a confidential basis.

10.5 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Governing Body or its committees.

11. COMPLAINTS

11.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College 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. Corporation Members 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 whistleblowing procedure in place.

11.2 Students, employers and other third parties have a right to make a complaint to the DfE in respect of the College or of any of its decisions[, and this right is referred to in the College's relevant complaints and disciplinary procedures. Copies of these procedures can be obtained from the Governance Professional[3]]. Corporation Members in particular are reminded that under the DfE's procedure for dealing with complaints about post 16 education and training provision funded by the DfE[4] the DfE can investigate complaints about:

- quality, management or experience of education and training;
- undue delay or non-compliance with published complaints procedures;
- poor administration;
- the quality of assessments;
- 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);
- advanced learner loans;
- apprenticeship providers from employers; and
- from employers, parents or other third parties on behalf of apprentice(s).

11.3 The DfE will not investigate complaints about:

- issues that are more than 12 months old (except for exceptional cases related to advanced learner loans);
- examination results, grades, marks, assessment outcomes or curriculum content;
- individual employment issues;
- governor or other voluntary employment issues;

[4] https://www.gov.uk/government/publications/complaints-about-post-16-education-and-training-provision-funded-by-esfa

- contractual or commercial disputes or arrangements;
- disputes between an employer and a provider in relation to the apprenticeship levy;
- matters which are the subject of legal action or matters that are better investigated by the police;
- the cancellation or reimbursement of advanced learner loans (which should be referred to the student loan company);
- claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider;
- issues classified as serial; or
- allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team); and
- safeguarding concerns.

12. ATTENDANCE AT MEETINGS

A high level of attendance at meetings (attendance target is 80%) of the Governing Body is expected so that Governors can perform their functions properly.

13. GOVERNANCE DEVELOPMENT

13.1 The Governing Body shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Governing Body's Search and Governance Committee and are drawn widely from the community which the College serves so as to be representative of that community. The Governing Body should have regard to the provisions relating to the membership of the Governing Body in the College's 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 Governing Body carries out its functions under the College's Articles of Government.

13.2 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.

13.3 In order to promote more effective governance, Corporations Members are required to commission an external review of governance[5] every three years and to carry out an annual review of the performance by the Corporation of its duties and responsibilities, [including a review of their own performance] as part of a continuing and critical process of self-evaluation.

[5] External governance reviews: guide for FE college corporations and designated institutions - GOV.UK (www.gov.uk)

SCHEDULE 0

List of source documents

1. The College's Instrument of Government.

2. The College's Articles of Government.

3. The Standing Orders and terms of reference of the Governing Body and its committees.

4. The Funding Agreement entered into by the College with the DfE.

5. The College's Purpose and Principles and corporate objectives.

6. The College's Strategic Plan.

7. The College's policies that extend to Governors, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, the College's policy on conflicts of interest, the College's policy on safeguarding learners; and the College's policy on preventing people from 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:

8.1 selflessness;

8.2 integrity;

8.3 objectivity;

8.4 accountability;

8.5 openness;

8.6 honesty; and

8.7 leadership.

9. An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at **Appendix 2**.

10. The framework and guide for external auditors and reporting accountants of colleges

11. The AoC Code of Good Governance for English Colleges as amended from time to time. An extract from the Good Governance Standard setting out the six core principles of good governance is set out at **Appendix 3**.

12. Appendices 2 (the Seven Principles of Public Life), 3 (Six Core Principles of Good Governance), 4 (Responsibilities of Governors), 5 (Responsibilities of the Principal and Clerk), 6 (Financial Memorandum) and 7 (Powers of the Governing Body) are attached to this Code for reference.

Appendix 1

GREENHEAD COLLEGE CORPORATION

CODE OF CONDUCT FOR CORPORATION MEMBERS

AS A GOVERNING BODY MEMBER, I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.

Name of Corporation member ……...

Signed……

Dated: ……

APPENDIX 2

The Seven Principles of Public Life

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 1995.

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 3

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 4

Summary of Main Responsibilities of Governors under the Articles of Government

[***Note that this summary is for convenience set out as a consolidated list bringing together a number of provisions from different Articles.***]

1. Under the College's Articles of Government[6] the Governing Body shall be responsible:

1.1 for the determination and periodic review of the educational character and mission of the institution and for oversight of its activities;

1.2 for publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;

1.3 for approving the quality strategy of the institution;

1.4 for the effective and efficient use of resources, the solvency of the institution and the Governing Body and for safeguarding their assets;

1.5 for approving annual estimates of income and expenditure;

1.6 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;

1.7 for setting a framework for the pay and conditions of service of all other staff; and

1.8 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 ESFA).

1. "**Senior Post**" means the post of Principal and such other senior posts if any[7] as the Governors may designate for the purposes of the Articles.

Responsibilities which must not be delegated

1. The Articles of Government prohibit the Governing Body from delegating the following:

1.1 the determination of the educational character and mission of the institution**;

1.2 the approval of the annual estimates of income and expenditure;

1.3 the responsibility for ensuring the solvency of the institution and the Governing Body and the safeguarding of their assets**;

1.4 the appointment of the Principal or holder of a senior post;

1.5 the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity as member of staff);

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[6] 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 corporation under the revised Schedule 4 are shown with a double asterisk. The list that follows summarises the effect of Articles 3,9,10 and 19.

[7] Under the new Schedule 4 FHEA it is open to corporations not to designate any posts as senior ones.

1.6 the modifying or revoking of the Articles of Government;

1.7 the consideration of the case for dismissal, of the Principal, the Clerk or the holder of a senior post unless such function is delegated to a committee of Members of the Governing Body; and

1.8 the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post unless such power is delegated to a committee of Members of the Governing Body.

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

APPENDIX 5

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:

1. making proposals to the Governing Body about the educational character and mission of the institution, and for implementing the decisions of the Governing Body;

2. the determination, of the institution's academic activities and the determination of its other activities;

3. preparing annual estimates of income and expenditure, for consideration and approval by the Governing Body, and the management of budget and resources within the estimates approved by the Governing Body;

4. the organisation, direction and management of the institution and leadership of the staff;

5. the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Governing Body, 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

6. 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 Clerk under the Articles of Government[8]

Under the College's Articles of Government, the Clerk shall be responsible for advising the Governing Body with regard to:

1. the operation of its powers;

2. procedural matters;

3. the conduct of its business; and

4. matters of governance practice.

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8 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 Clerk, 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 7

COLLEGE FUNDING FRAMEWORK

The government's reforms to further education have been implemented through changes to funding, accountability and governance arrangements overseen by the Department for Education (DfE).

Further education colleges receive public funding subject to the DfE's education and skills agreements/conditions of funding and associated accountability agreements, which set out the terms and conditions under which funding is provided.

As part of these arrangements, colleges are required to prepare and publish an annual accountability statement, approved by the Corporation, explaining how the college will contribute to national, regional and local skills priorities (including those identified through Local Skills Improvement Plans (LSIPs) and the statutory local needs duty).

The framework is supported by funding-specific schedules and governance requirements, including those relating to financial governance and assurance. In particular, compliance with the College Financial Handbook is a condition of funding, and colleges are required to prepare and submit audited annual reports and financial statements in line with the College accounts direction. Audit and regularity assurance requirements are set out in the Framework and guide for external auditors and reporting accountants of colleges.

Colleges should expect DfE agreements, accountability requirements and associated guidance to be updated from time to time (often in line with the annual funding cycle) and should ensure that governance, financial management and strategic planning remain aligned to the current framework.

APPENDIX 8

SUMMARY OF THE STATUTORY POWERS OF THE CORPORATION

Principal Powers"

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

- provide further and higher education;
- 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
- supply goods or services in connection with their provision of education.

"Supplementary Powers"

4.2 Under section 19 of the 1992 Act the Corporation 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:

- the power to acquire and dispose of land and other property;
- the power to enter into contracts, including in particular:
  - 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
  - contracts with respect to the carrying on by the Corporation of any such activities;
- the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
- the power to borrow such sums as the Corporation 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 1 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;

- power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;

- power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;

- power 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

- provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

4.3 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.

Appendix 9

INDIVIDUAL CONDUCT FOR GOVERNORS

Be respectful in the Workplace
Governors should be respectful when visiting the College and interacting with staff, students and visitors. Greenhead College seeks to promote inclusivity and value diversity. We seek to ensure that the college environment is supportive and individual respect is shown to all.
Not harass or bully others
Greenhead College is committed to ensuring that everyone can work in an environment without fear or harassment, bullying or intimidation everyone, including governors, has a part to play by ensuring that their own behaviour, whether intentional or unintentional is not perceived adversely. Governor should confirm with the colleges Diversity and Inclusion policy in all aspects of their responsibilities.
The corporation will take action against inappropriate behaviour that shows lack of respect for others, or which leads people to feel threatened.

Fulfil security obligations
In the interests of security governors should wear their college governor lanyard whilst on greenheads premises and the lanyard must always be visible. Any visits to the premises should be arranged with the staff member you are visiting, and the purpose of these visits must be made clear. Governors should normally only visit the premises for prearranged meetings or when specifically invited to meet with staff.
When visiting the College in a personal capacity (for example as a parent or carer) you will be expected to follow the commitments in the Governor Code of Conduct Policy.

Maintain confidentiality
It is the responsibility of all governors to ensure the College's compliance with the Data Protection Act 2018 and the college's Data Protection Policy. Personal data must only be used to assist you to carry out your responsibilities; it must not be given to people who have no right to see it; this would be a personal data breach.

Professionalism
We expect all governors to show integrity and professionalism.
Use of language
Governors must ensure that that they use appropriate language at all times.
They must:

- Avoid words or expressions that are or may be perceived as sexual content or innuendo
- Not use language that could be considered racist, sexist or homophobic
- Not use language that promotes extreme political ideas or that promotes any form of radicalisation
- Avoid any words or actions that are over familiar
- Not swear, blaspheme, or use any sort of offensive language in front of staff, students, and visitors
- Understand that the use of sarcasm or derogatory words is not acceptable and unprofessional comments about anyone must also be avoided

Use of mobile phones and cameras

You must never take a photograph of a student on your personal mobile device.
All photographs taken on the college's premises require consent from the individual concerned.
Photos should only be taken on designated devices and governors should not normally use their own mobile phones to take photos unless with prior permission.

Appendix 10

Summary of main responsibilities under the Articles of Government

Corporation Members[9]

- The determination and periodic review [preservation and development[10]] of the educational character and mission of the institution and for oversight of its activities.

- Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.

- Approving the quality strategy of the institution.

- The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.

- Approving annual estimates of income and expenditure.

- The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts[11] and the Governance Professional, including, where the Governance Professional is, or is to be appointed as, a member of staff, the Governance Professional's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff.

- Setting a framework for the pay and conditions of service of all other staff.

- 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 DfE).

- Responsibilities which must not be delegated by the Corporation:[12]

  - the determination of the educational character and mission of the institution;

  - the approval of the annual estimates of income and expenditure;

  - the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;

  - the appointment of the Principal or holder of a senior post;

  - the appointment of the Governance Professional (including, where the Governance Professional is, or is to be, appointed as a member of staff the Governance Professional's appointment in the capacity as member of staff);

  - the modifying or revoking of the Articles of Government;

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

10 Former voluntary controlled colleges only.

11 "Senior Post" means the post of Principal and such other senior posts if any as the Corporation Members may designate for the purposes of the Articles. Under Schedule 4 FHEA it is open to corporations not to designate any posts as senior ones.

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

- the consideration of the case for dismissal, of the Principal, the Governance Professional or the holder of a senior post unless such function is delegated to a committee of [external] Members of the Corporation;

- the power to determine an appeal in connection with the dismissal of the Principal, the Governance Professional or the holder of a senior post unless such power is delegated to a committee of [external] Members of the Corporation.

Principal

- Making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation.

- The determination, of the institution's academic activities and the determination of its other activities.

- 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.

- The organisation, direction and management of the institution and leadership of the staff.

- 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 Governance Professional, where the Governance Professional is also a member of the staff.

- Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

Governance Professional[13]

- The operation of the Corporation's powers.

- Procedural matters.

- The conduct of Corporation business.

- Matters of governance practice.

13 The position is set out as required by the 2008 Articles. Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Governance Professional. It is, however, suggested that the list in the 2008 Articles remain appropriate. Legal advice should be obtained if any change to the list is being considered.

Greenhead College Corporation

Impact Assessment

Code of Conduct for Governors

Reviewed ~~June 2025~~ May 2026

Policy Holder:	*Clerk to the Corporation*
Date Impact Assessed by Policy Holder:	*May 2026*
Date of next review:	*May 2027*
To be reviewed by:	*Clerk to the Corporation*

Policy title:	Code of Conduct for Governors
Policy owner:	Clerk to the Corporation
Date of latest review if applicable:	May 2026

EIA Date: June 2025

Main aims and purpose of the policy:

This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors, 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.

Type of policy connect to EIA:

- **Proposed new policy**
- **Undertaking a review of an existing policy** ■
- **Other (please state):**

Please identify any potential impacts that the policy or development of this policy could have, on any of the equality grounds identified below.

Equality Ground	Identified Impact
Age	The policy is consistent in its approach to the code of conduct for Governors regardless of a Governor's age.
Disability	The policy recognises that some Governors may have a disability and details College's responsibilities in this instance.
Gender (including gender identity)	The policy is consistent in its approach to the code of conduct for governors regardless of gender.
Marriage and civil partnership	The policy is consistent in its approach to the code of conduct for Governors regardless of marital or civil partnership status
Pregnancy and maternity	The policy is consistent in its approach to the code of conduct for Governors regardless of pregnancy or maternity leave.
Race	The policy is consistent in its approach to the code of conduct for Governors regardless of race.
Religion or belief	The policy is consistent in its approach to the code of conduct for Governors regardless of a Governor's religion or belief. Due consideration will be given to religious observances when arranging meetings / hearings etc.
Sex	The policy is consistent in its approach to the code of conduct for Governors regardless of a Governor's sex.
Sexual Orientation	The policy is consistent in its approach to code of conduct for Governors regardless of a Governor's sexual orientation.
Social / Health Inequalities	The policy is consistent in its approach to code of conduct for Governors regardless of a Governor's social status/health inequalities.

Select one of the four outcomes below to indicate how the development/implementation of the policy will be progressed and state the rationale for the decision.

Outcome 1: **No change required – the assessment is that the policy is/will be robust and/or promotes Diversity and Inclusion.** ■

Outcome 2: **Adjust the policy – this involves taking steps to address any adverse impacts before the policy has been developed.**

Outline these steps:

Outcome 3: **Continue the policy while mitigating against any potential adverse impacts.** ☐

Outline how these adverse impacts can be mitigated against:

Outcome 4: **Immediate referral to SLT/Governors, as there are adverse effects which cannot be prevented or mitigated against.** ☐

Details of further steps (if required)	