

**Coleg y Cymoedd Corporation
Code of Conduct for Corporation Members**

In this Code “College” means The College, “Member”, “Chair”, “Principal” and “Governance Officer” means respectively the Member, Chair, Principal and Governance Officer/ Secretary for the time being of the Corporation. All other definitions have the same meanings as given in the College’s Instrument and Articles of Government.

1. Introduction

- 1.1 This Code of Conduct is intended to be a guide only to assist Members on the standards that are expected of them and to enable them to understand their legal duties. It is also designed to assist them in carrying out their duties and clarify their relationship with the Corporation and the Principal (who, in many circumstances, may be referred to as the Chief Executive).
- 1.2 It is intended that the Code promotes effective and well informed college governance but is not intended to be a definitive and authoritative statement of law. The Code is decided by Members themselves and is open to amendment as members themselves see fit within legal constraints and situations experienced in other colleges throughout England and Wales.
- 1.3 In addition to this Code, Members are recommended to familiarise themselves with the following which will be supplied to them on appointments:
 - a) The College’s Instrument of Government;
 - b) The College’s Articles of Government;
 - c) The College’s Strategic Plan;
 - d) Department for Education and Skills (DfES) Financial Memorandum.

Members should also refer to Appendix 1 (attached to this Code for easy reference). It should not be read as an exhaustive statement of duties, powers or provisions, and Members should refer to the source documents listed above. If a Member is in doubt about the provisions of any document, the Governance Officer should be consulted and, if necessary, legal advice should be obtained. However, ultimate responsibility of the appropriateness of conduct as a Member of a corporate body and for any act omission in that capacity rests with the individual members.

- 1.4 The Code shall apply to all Committees and working parties/ groups established by the Corporation to conduct efficiently and effectively the business of the College.
- 1.5 Acceptance of appointment as a Member of the Corporation will be construed as acceptance of this Code.
- 1.6 Each Member, by accepting the provisions of this Code, agrees that any breach of the Code by them may lead to the termination of their appointment as a Member. Should a staff Member cease to be employed by the college, or a student member stop studying at the college, their position as a Member would automatically end.

2. Duties of Members

- 2.1 A summary of the responsibilities of members is contained in the Instrument and Articles of Government.
- 2.2 Other duties include:-
 - 2.2.1 acting as a trustee; meaning that Members should show highest loyalty and act in good faith in the interests of the College.
 - 2.2.2 observance of the College's Instrument and Articles of Government.
 - 2.2.3 monitoring and reviewing the performance of the Principal/ Chief Executive and their senior management team and the level of delegation of responsibilities.
 - 2.2.4 the taking of decisions for the benefit of the College (i.e. the interests of students and other users of the College's services). Members should have no personal interest and must not be bound by mandates given by others.
 - 2.2.5 the safeguarding of public funds and the conduct of business in accordance with various financial procedures laid down by the DfES.
 - 2.2.6 responsibility for the taking of decisions which are within the powers of the Further and Higher Education Act 1992.
 - 2.2.7 applying the Code outside the College where Members are acting as agents for the Corporation, e.g. conferences, seminars, etc
- 2.3 In carrying out their duties members must reach decisions for the benefit of the College and should not allow any sectional interest to take preference. Members are not appointed as "representatives" or "delegates" of any body and are not lawfully bound by mandates given to them by others.

3. Conflict of Interest

- 3.1 Like other persons who owe a fiduciary duty, Members should seek to avoid putting themselves in a position where there is 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.
- 3.2 Members are reminded that under Clause 12(1) of the College's Instrument of Government they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of the College's staff) without the written approval of Welsh Government
- 3.3 Members are also reminded that under Clause 12(2) of the College's Instrument of Government they must disclose to the Corporation any financial interest which they have, or may have, in:
 - a) the supply of work or goods to or for the purposes of the College
 - b) any contract or proposed contract concerning the College; or
 - c) any other matter relating to the College.

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

- a) be reported to the Governance Officer; and
- b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

3.5 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Governance Officer.

3.6 The Governance Officer will maintain a Register of Members' Interests which will be open for public inspection. Members are invited to disclose routinely to the Corporation all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Governance Officer will enter such interests on the Register. Members should inform the Governance Officer whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meanings given to "interest" in paragraph 3.4 of this Code.

4. Collective Responsibility

4.1 The Corporation operates by Members taking majority decisions following full discussion at quorate meetings. Once reached, a decision of the Corporation is binding on all Members collectively even if the decision was not unanimous. Individual Members should therefore support and adhere to all decisions taken.

4.2 Where a Member disagrees with a decision taken by the Corporation they may have such a disagreement minuted and may request a further discussion at either the next scheduled meeting or a special meeting should the Chair deem it appropriate.

5. Confidentiality

5.1 To reach decisions to be taken collectively it is important that full and frank discussion takes place at both Corporation and Committee level. Some matters, by their nature, will be confidential and Members must respect such confidentiality.

5.2 All agendas, minutes and reports are available for inspection from the Governance Officer. However, some issues will not be available and these will be kept separately by the Governance Officer to the Corporation. Members will have access to this information on request (with some exceptions).

5.3 Only the Chair, or in their absence, the Vice Chair, shall make any statement to the press or media relating to College business. The Principal/ Chief Executive is also permitted to make statements to the press or media.

6. Attendance at Meetings

- 6.1 To function properly Members should attend Corporation meetings regularly. It is recognised that no Member, because of personal and business reasons, can make a one hundred per cent attendance at Corporation meetings. The attendance record of individual Members will be considered by the Corporation on an individual basis under the provisions of the Articles of Government.

7. Governor Development

- 7.1 Members are encouraged to engage in a process of self-evaluation and request training, on an individual or collective basis, as and when the need arises.

8. Remuneration

- 8.1 No remuneration shall be paid to Members (other than Principal and staff representatives in their role as employees) for serving on the Corporation. Agreed expenses are, however, payable under the Articles of Government.

9. Skill, Care and Diligence

- 9.1 Members should in all their work for the College exercise such skill as they possess and such care and diligence as could reasonably be expected. This will be particularly relevant when Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or the Chair. Members should be careful to act within the terms of reference of any committees on which they serve.

10. Conclusion

- 10.1 This Code of Conduct for members will be reviewed every two years unless circumstances arise that require an interim review.

Summary of Responsibilities of Corporation Members

Responsibilities

Under Article 3(1) of the College's Articles of Government the Corporation shall be responsible for:

- (a) the determination and periodic review of the educational character and mission of the institution and oversight of its activities;
- (b) the publication of arrangements for obtaining the views of staff and students at the institution on the matters contained in Article 3(1)(a);
- (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (e) the appointment, grading, appraisal, suspension, and determination of the pay and conditions of service of the holders of senior posts and the Governance Officer;
- (f) the dismissal of the holders of senior posts and the Governance Officers;
- (g) setting a framework for the pay and conditions of service of all other staff;
- (h) ensuring consultation with persons in the locality of the institution receiving education or training, employers in the locality and bodies representing persons living in that locality as to the education provided at the institution and the planning of its curriculum; and
- (i) if there is no Academic Board, ensuring that arrangements are in place for advising the Principal on the standing, planning, co-ordination, development and oversight of the academic work of the institution, including arrangements for the admission, assessment and examination of students and procedures for the expulsion of students for academic reasons.

Responsibilities which must not be delegated

Article 6(2) of the Articles of Government prohibits the Corporation from delegating the following:

- a) the determination 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 Corporation and the safeguarding of their assets;
- d) the appointment of a person to a senior post;
- e) the appointment of the Governance Officer;
- f) the making of new Articles of Government or modification of current Articles

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