

COLLEGE CODE OF CONDUCT FOR SALFORD CITY CORPORATION MEMBERS

2022-23

**BASED ON EVERSHEDES SUTHERLAND'S SEVENTEENTH EDITION
FURTHER EDUCATION COLLEGES VERSION**

*** Throughout this code "Corporation Member" or "Members" may be substituted by "Governor" or "Governors" and "Corporation" by "Governing Body" as appropriate.**

CONTENTS

	Page
Schedule 1 - List of source documents	14
Schedule 2 - The Seven Principles of Public Life	16
Schedule 3 - Six Core Principles of Good Governance	17
Schedule 4 - Summary of main responsibilities of under the Articles of Government	19
Schedule 5 - Summary of the main provisions of the Financial Memorandum with the ESFA	22
Schedule 6 - Summary of the Statutory Powers of the Corporation	23
Appendix 1 – Standards for Individual Members	25
Appendix 2 - Conflicts of Interest Policy	30

COLLEGE CODE OF CONDUCT FOR CORPORATION MEMBERS

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Salford City College 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 Corporation and Group 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 **Schedule 1**.
- 1.3 If a Corporation Member 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. Ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College 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 College 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 [9] of the Corporation's Instrument of Government.

2. INTERPRETATION

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

- 2.1 'Code of Good Governance' means the Code of Good Governance for English Colleges issued by the AoC Governors' Council in March 2015; as updated January 2019.

'College' means this College;

'College Mission Statement' means the statement [set out/referred to] at clause 3.1 of this Code or such other mission statement as may be agreed by the Corporation from time to time;

'College Core Values' means those Core Values set out at clause 3.2 of this Code or such other core values as may be agreed by the Corporation from time to time.

'Corporation' means the further education corporation which was established and designated by the Secretary of State for the purpose of conducting the Salford City College;

'Corporation Member, 'Chair', 'Group Principal' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Group Principal of the College and the Clerk of the Corporation;

'DfE' means the Department for Education;

'ESFA' means the Education and Skills Funding Agency or any successor body;

'Secretary of State' means the Secretary of State for Education.

2.2 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and words importing one gender import any gender.

3. **AIMS AND VALUES**

3.1 The College's Mission Statement -

To be a beacon of educational excellence transforming the lives of the individuals and communities we serve.

3.2 Our Aims are:

- **External Presence** - To develop a clear eco system with productive links to schools, universities, employers, and other key partners, whilst raising the external profile of the College.
- **People** - To be an exceptional employer where staff are developed and thrive because they feel valued, engaged, and challenged.
- **Resource and Business Operations** - To manage the College's finances, estates, and resources effectively to provide an exceptional and sustainable learning environment.
- **Sustainability** - To lead by example on environmental sustainability, providing solutions through collaboration and engagement, underpinned by our commitment to the Green agenda.
- **Teaching and Learning** - To inspire people in our city and region through the provision of an outstanding, inclusive, and ambitious curriculum which is an engine for social mobility.
- **Welfare** - To safeguard and promote the health, safety, and positive well-being of all who study and work at the College.

3.2 The College's Core Values

Our core values are at the heart of everything that we do, and we behave with:

- Integrity
- Respect
- Kindness

3.3 The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Corporation Members, should have due regard to these purposes and aims and to the Core Values when conducting the business of the Corporation and considering the activities and proposed activities of the College.

3.4 The Corporation 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 Corporation is committed to:

3.5 having close regard to the voice of the learner;

3.6 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;

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

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

3.9 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 clause 10 of this Code relating to collective responsibility) independently. The actions of

Corporation Members 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 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 College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. 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 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 Corporation 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 Schedule 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 Group Principal as the College's Chief Executive. The responsibilities given to the Group Principal by the College's Articles of Government are set out in **Schedule 4**. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Group Principal and any other senior post holders, it is the Group Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Corporation Members should work together so that the Corporation and the Group Principal as Chief Executive perform their respective roles effectively.
- 4.6 Corporation Members should refer to the Clerk for advice relating to the governance functions which are set out in **Schedule 4** and have regard to the Clerk's independent advisory role.

5. **STATUTORY ACCOUNTABILITY**

- 5.1 Corporation Members are collectively responsible for observing the duties set out in the Conditions of Funding Agreement which the College has entered into with the ESFA as a condition of receiving public funds. A brief summary of the ESFA's funding framework is set out in **Schedule 5**.

5.2 Although the ESFA is the main provider of funds to the College, Corporation Members should note that they are also responsible for the proper use of income derived from other sources, such as the Office for Students (OfS), 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 funding is received directly from OfS the College will have a funding agreement with OfS, as set out in the OfS's terms and conditions of funding, which confirms the basis on which such funding is provided. Where OfS funding is received indirectly via a collaboration with an OfS funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

5.3 As accounting officer for the ESFA, 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 Group Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Group Principal may be required to appear before the Committee of Public Accounts, alongside the ESFA's Chief Executive, 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.

6. **PUBLIC SERVICE VALUES**

6.1 Although further education corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. 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 **Schedule 2**, and the recognition that students and other users of the College's services come first, are a requirement of being a member, and should underpin all decisions taken by the Board.

7. **SKILL, CARE AND DILIGENCE**

7.1 A Corporation 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 Corporation Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chair. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

8. **POWERS**

- 8.1 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 Clerk for advice.

9. **CONFLICTS 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 College's Instrument of Government and its Conflicts of Interest Policy (at Appendix 2) 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 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 Corporation in any matter relating to the College, 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, partner or business associate of a Corporation Member or of a close relative of the Corporation 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 Corporation Member's independent judgement, then:-

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

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;

- 9.4 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, they should:-

9.4.1 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

- 9.4.2 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.
- 9.5 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.
- 9.6 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.
- 9.7 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 College's anti-bribery policy and the College'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 Clerk.
- 9.8 The Clerk will maintain a 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 or persons associated with them may have, and the Clerk 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. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to "interest" in clauses 9.3 and 9.4 of this Code.

10. **COLLECTIVE RESPONSIBILITY**

- 10.1 The Corporation operates by Corporation Members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video-conference and by alternative methods such as written resolutions, in both cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation Members collectively and each individual Corporation Member has a duty to stand by it, whether or not they were 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, their first duty is to have any disagreement discussed and minuted. If the Corporation Member strongly disagrees, they 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 Corporation members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk 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 their 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 College 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 Chair.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; e.g., 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 Clerk, and will be circulated in confidence to Corporation Members 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 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. The Corporation Members must also consider the personal data that is contained within the excluded items in accordance with the Corporation's obligations under the UKDPR and the Data Protection Act 2018 ("Data Protection Laws") and whether or not disclosure of that personal data would be in breach of the Data Protection Laws or the rights and freedoms of the individual(s) in question. When considering such issues the Corporation Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000 and Environmental Information Regulations 2004. Nothing in this section overrides the College's obligation to disclose in response to a request received under these information law regimes (unless an appropriate exemption applies in each case).
- 11.3 Staff and student Corporation Members have, however, 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.
- 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 Chair 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 Chair or, in his or her absence, the Vice Chair. 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 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 whistle blowing procedure in place.
- 12.2 Under the ESFA's Conditions of Funding Agreement with colleges (clause 15.3), students, employers and other third parties have a right to make a complaint to the ESFA 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 Clerk. Corporation Members in particular are reminded that under the ESFA's procedure for dealing with complaints about post 16 education and training provision funded by the 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.

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**

13.1 A high level of attendance at meetings of the Corporation (80%) is expected 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 Corporation's Search Committee, and are drawn widely from the community which the College 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 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 Corporation carries out its functions under the College's Articles of Government.
- 14.2 Corporation Members 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.
- 14.3 In order to promote more effective governance, Corporation Members will 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.

SCHEDULE 1

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 Corporation and its committees;
4. The Conditions of Funding Agreement entered into by the College with the ESFA.
5. The College's Mission Statement and corporate objectives;
6. The College's Strategic Plan;
7. The College's policies that extend to Corporation members, including the College's policies on equal opportunities and freedom of speech, and the anti-bribery policy as required by the Bribery Act 2010, the College's policy on receiving gifts, the College's policy on conflicts of interest, the College's policy on safeguarding learners; and the College's policy on preventing people 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 Schedule 2;

9. The Post 16 Audit Code of Practice issued by the ESFA;
10. The AoC Code of Good Governance for English Colleges as amended from time to time.
11. The Charity Governance Code as amended from time to time.

12. The UK Corporate Governance Code as amended from time to time.
13. The Department for Education's Further Education Corporations and sixth-form college corporations governance guide.
14. 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 **Schedule 3**.

SCHEDULE 2

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.

SCHEDULE 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.

SCHEDULE 4

Summary of Main Responsibilities under the Articles of Government

1. Corporation Members

- 1.1 The determination and periodic review of the educational character and mission of the institution and for oversight of its activities;
- 1.2 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 Approving the quality strategy of the institution;
- 1.4 The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- 1.5 Approving annual estimates of income and expenditure;
- 1.6 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 Setting a framework for the pay and conditions of service of all other staff; and
- 1.8 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).

"Senior Post" means the post of Group Principal and such other senior posts if any as the Corporation Members may designate for the purposes of the Articles.

1.9 Responsibilities which must not be delegated

- 1.10 The determination and periodic review of the educational character and mission of the institution;
- 1.11 The approval of the annual estimates of income and expenditure;
- 1.12 The responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- 1.13 The appointment of the Group Principal or holder of a senior post;

- 1.14 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);
- 1.15 The modifying or revoking of the Articles of Government;
- 1.16 The consideration of the case for dismissal, of the Group Principal, the Clerk or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation; and
- 1.17 The power to determine an appeal in connection with the dismissal of the Group Principal, the Clerk or the holder of a senior post unless such power is delegated to a committee of Members of the Corporation.

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

2. Group Principal

shall be responsible for:

- 2.1 Making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;
- 2.2 The determination, of the institution's academic activities and the determination of its other activities;
- 2.3 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;
- 2.4 The organisation, direction and management of the institution and leadership of the staff;
- 2.5 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 Clerk, where the Clerk is also a member of the staff; and
- 2.6 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.

3. Clerk

- 3.1 The operation of the Corporation's powers;
- 3.2 Procedural matters;
- 3.3 The conduct of Corporation business.

3.4 Matters of governance practice.

SCHEDULE 5

Summary of the ESFA's College Funding Framework

1. The ESFA implemented a new funding framework from May 2019, with the purpose of:
 - 1.1 reducing the number of separate agreements that providers will hold with ESFA;
 - 1.2 ensuring consistency across ESFA agreements
 - 1.3 updating the contracts with the latest commercial best practice.

2. The agreements are formed of a main terms and conditions documents and schedules. Further information about the new framework can be accessed here: <https://www.gov.uk/guidance/esfa-education-and-skills-agreements-2020-to-2021>

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 Condition of Funding Agreement in its entirety and any other ESFA agreement that applies to the College.

SCHEDULE 6

Summary of the Statutory Powers of the Corporation

1. "Principal Powers"

- 1.1 Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:
 - 1.2 provide further and higher education;
 - 1.3 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
 - 1.4 supply goods or services in connection with their provision of education.

2. "Supplementary Powers"

- 2.1 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:
 - 2.2 the power to acquire and dispose of land and other property;
 - 2.3 the power to enter into contracts, including in particular:
 - 2.4 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
 - 2.5 contracts with respect to the carrying on by the Corporation of any such activities;
 - 2.6 the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
 - 2.7 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.
 - 2.8 power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;

- 2.9 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;
- 2.10 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
- 2.11 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.
- 2.12 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 1

Standards for Individual Members

Also see The Seven Principles of Public Life, and Six Core Principles of Good Governance (Schedule 2 and Schedule 3)

What you need to do

As an individual Member you must do the following:

1. Act in line with the seven principles of public life
2. Identify your own skills, ideas, experiences and knowledge and work out how to transfer them to an educational setting.
3. Recognise your own ignorance about the changes in education and develop new skills and knowledge to keep up to date.
4. Take an active interest in the work of the College.
5. Review the skills, knowledge, experience and work of the governing body every year.
6. Respect the authority, roles and structures of the governing body and the College, and the rules of confidentiality.
7. Make sure that you have enough information and advice to make the best decisions possible.
8. Balance and make use of different viewpoints when making sense of a situation.
9. Where there is not enough information, or it is conflicting or not clear, make sure that you take effective action to deal with this.
10. Work effectively with other Members to take decisions through analysing risks, assessing options and being aware of the consequences.
11. Agree decisions that are:
 - a. In line with the College's best interests;
 - b. In time for appropriate action to be taken; and
 - c. Communicated to those who need to know.
12. Accept corporate responsibility for decisions taken by the Corporation, even when you do not agree with them.
13. Check that the minutes of the Corporation's work adequately record the thinking behind the decisions taken.
14. Where appropriate and in accordance with the powers of delegation under the Articles of Government, authorise the Chair to act on behalf of the Corporation between meetings.

What you need access to

To be able to carry out your responsibilities as a Member, you will need access to the following.

- a. The Instrument and Articles of Government
- b. Any regulations, Standing Orders and bylaws that affect the governing body.
- c. Advice from the Clerk on issues of principle and procedure

What you need to know

You will need to know and understand the following:

1. The seven principles of public life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. The role of the Chair in leading the work of the Corporation.
3. The role of the Clerk in supporting the work of the Corporation.
4. The role of the Group Principal in managing the day-to-day operations of the College.
5. The rules of procedure for meetings (for example, how often they are held, the minimum number of members, confidentiality, access to minutes and attendance of advisers).
6. The role of the committee and what business is given to them.
7. The code of conduct for Members, including the policy on Members’ travel, meals and accommodation.

How you might need to behave

You will need these personal qualities and behaviours to carry out your role effectively:

1. You identify and raise ethical issues, cope with ambiguity and confront difficult questions.
2. You say something when you think one interest group is acting in a way that reduces the opportunity for other less powerful groups.
3. You resist pressures from other Members or managers to achieve results by any means.
4. You think it is important that, even if everyone appears to agree with a particular action, someone is prepared to question why everyone agrees – why are we doing it like this?
5. You are aware of your own personal interests and can separate these from your role. You call attention to any occasions when your own or others’ personal interests affect the work of the Corporation or its advisers.
6. You recognise that there are dilemmas at the heart of the role of the Corporation. You accept that there are no absolute ‘right ways’ of doing things. The demands on Colleges and the responses to these demands change over time.
7. You act in an assured way when faced with a challenge. Your first response is to think before acting.
8. You maintain your beliefs, commitment and effort in spite of setbacks or opposition. You can show stamina when faced with difficult challenges without being stubborn or too assertive.

9. You work with other Members to develop creative and appropriate solutions. You take account of the views of others, recognising that the governing body needs to act together to exercise its authority.
10. You solve problems by trying to find new approaches, thinking creatively and balancing rational thought and emotion.
11. You avoid taking 'knee jerk' decisions. You want to know what is going on to understand what is happening and why. You investigate in a way that pays attention to the feelings of those involved.
12. You understand and are sympathetic to the wishes and ambitions of students.

Standards for the Chair and Chairs of Committees

As Chair of the Corporation, you must do the following:

1. Make sure that the skills of the Clerk are used to support the Corporation / Committee, in line with the instrument and articles of government.
2. Make sure that all members of the Corporation / Committee act in line with the seven principles of public life give their views and take part in making decisions, and declare any conflicts of interest.
3. Provide effective leadership to make sure that the Corporation / Committee:
 - meets its statutory duties and responsibilities;
 - acts reasonably, fairly and in line with what is morally right;
 - acts together as a group;
 - recognises different views;
 - appoints, supports and authorises suitably-qualified people to key roles and committees;
 - assesses members' individual and joint performances.
4. Make sure that the Corporation / Committee does what it is supposed to do in:
 - expressing its vision;
 - maintaining and developing the educational character, values and ethos of the College;
 - setting corporate objectives;
 - assessing the performance of the Principal and the Clerk; and
 - monitoring the financial health of the College.
5. Make sure that the Corporation / Committee communicates the decisions it has taken to all those who need to know.
Corporation Chair only:
6. Take a lead in setting up an effective working relationship with the Group Principal, based on a mutual understanding of the responsibilities and authority each role carries.
7. Make sure that appropriate arrangements are in place for appointing, suspending and dismissing people who hold senior posts.

8. Make sure that the Corporation responds to invitations to take part in events or to comment on proposals.

What you need access to

To be able to carry out your responsibilities as Chair of the Corporation, you will need access to the following:

1. The Group Principal, Vice-Chair of the Corporation and the chairs of committees.
2. Advice from the Clerk about the laws, regulations and policy statements affecting the College.
3. A list of approved specialist advisers and the rules around access to them.
4. The register of Members' interests.

What you need to know

You will also need to know and understand the following:

1. The requirements of the instrument and articles of government, any standing orders and trust deeds that apply to the College.
2. The role of the Clerk in advising and supporting the work of the Corporation.
3. The role of the Principal in managing the day-to-day work of the College and as a member of the Corporation.
4. How the Corporation is made up in terms of the numbers of Members in each category.
5. The conditions for appointing and re-appointing Members.
6. The role and terms of reference of all committees.
7. When to call meetings of any other committees.
8. The public interest disclosure and procedure policy.
9. The three-year rolling programme for strategic planning demanded by the funding council (that is, plans for the next years that are updated yearly in the light of any changes that are needed).
10. The current year's budget-planning procedure for future years.
11. The dates and information needed for financial returns.

How you might need to behave

The following personal qualities and behaviours are on top of those we have given for the individual Member.

1. You act strategically.
2. You make sure that the Corporation keeps its eye on the medium-to-long term objectives and intervene when it loses focus.
3. You manage the role boundaries.

4. You behave in a way that respects the different and similar responsibilities of Members, the principal and the senior management team.
5. You motivate and influence others and promote teamwork.
6. You make sure that opposing or difficult views are heard and that everybody is invited to make a contribution.
7. You respect and resolve different views.
8. You make sure that joint responsibility is taken for decisions in a way that respects differences in the governing body, the College and the wider community.
9. You encourage new and existing Members.
10. You understand that to be a Member is not a job for life and the governing body needs to renew itself.
11. You are committed to your own development and recognise your limits.
12. You are willing to be guided (for example, by the Clerk, outside advisers and specialist committees).
13. You show the benefits of self-appraisal by assessing your own performance.

Appendix 2

Conflicts of Interest Policy

Purposes of the policy

It is the policy of Salford City College Corporation ("the Corporation") that all members of the Corporation and senior staff attending Corporation and/or Corporation committee meetings and Corporation committee members who are not members of the Corporation must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Corporation on the one hand and the personal, professional and business interests of the member or senior staff member concerned, and of persons connected with them¹, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

The purposes of this policy are:

- to ensure that members comply with their legal duties including in particular those under the Corporation's instrument and articles of government and their duty to act only in the best interests of the Corporation;
- to protect the integrity of the Corporation's decision-making process;
- to enable all outside parties dealing with the Corporation to have confidence in the Corporation's integrity; and
- to protect the integrity and reputations of the Corporation's members and senior staff.

Disclosure of interests

From the adoption of this policy, or upon being appointed, whichever is later, all members of the Corporation and senior staff will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a member has an interest which should be disclosed should be referred in the first instance to the Clerk for a determination.

Written disclosures will be kept on a register maintained by the Clerk to the Corporation and all members and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis. The register will be accessible by any person wishing to inspect it, in accordance with clause 11(5) of the Corporation's Instrument of Government.

¹ For the definition of "connected person" see Charities Act 2011, s.188.

Organisation of meetings where a member has disclosed an interest

Where a member has previously disclosed an interest and the Chair or Clerk is satisfied that the interest is relevant to an item on the agenda for a meeting of the Corporation or of a corporation committee the member concerned may not be sent the papers in respect of that item.

Limitation on Membership of the Corporation

In order to avoid any perception of a conflict of interest or undue influence arising, the Corporation will not normally consider appointing members where there is a familial or personal relationship between them and a member(s) of the College senior management team (Executive level). Where such a situation exists or develops over time, a declaration of that interest must be made in accordance with the other provisions detailed in this policy. The Corporation will then determine whether the nature of the conflict of interest requires further action to comply with the purposes of this policy (see above).

Management of conflicts of interests in meetings etc

This section of the policy should be read in conjunction with clause 11 of the Corporation's Instrument of Government.

In the course of meetings of the Corporation or a corporation committee and all other activities all members and senior staff will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain or they have any other interest of a type identified by the Corporation. If there is a failure to declare an interest that is known to the Chair of Corporation and/or the Chair of the committee or of any such meeting/person responsible for organising such activities and/or the Clerk to the Corporation, the Chair of Corporation or other such person or the Clerk will declare that interest. After disclosure of any such interest, in the case of a meeting the member and/or senior staff member concerned will be asked to leave the room (unless expressly invited to remain, possibly in order to provide information on the matter in hand). They may be required by a majority vote of members not subject to such a conflicting interest to leave the room whilst the matter is discussed. The member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the member or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

All decisions of the Corporation or committee made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;

- an outline of the discussion;
- the actions taken to manage the conflict.

Where a member or senior staff member benefits from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

Failure to disclose a relevant interest

The decision of the Chair as to whether a member has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a member being in breach of the Corporation's Code of Conduct as well as of this policy. It may also result in the member being subject to legal action and personal liability for breach of trust. Such breaches may lead to the Corporation considering the possibility of suspending or terminating the member's membership of the Corporation. Such breaches by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures. See the Corporation's Standing Orders for details of the procedure to be used where it is proposed that a member be suspended or have their membership terminated.

Failure by a member to disclose a conflicting interest may also be reported to the Secretary of State as principal charity law regulator. In the case of a serious breach of charitable duties by a trustee the Secretary of State may refer the matter to the Charity Commission, which has the power under the Charities Act 2011 to remove a charity trustee and/or disqualify a person from acting as a charity trustee.

Benefits for Corporation members

It is a basic principle of charity law that charity trustees, such as Corporation members, should not profit from their position, although trustees are entitled to be reimbursed for expenses actually and reasonably incurred in undertaking the business of the charity. The Corporation has approved a policy on reimbursing members' expenses and members must comply with this. In addition, clause 11 of the Corporation's Instrument of Government allows the Corporation to insure them against liabilities arising from their office.

The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for goods or services provided by them to the charity under a contract for services. This procedure must be followed if a member wishes to receive such a payment.

Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission. This is only granted in

exceptional circumstances.² Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the Group Principal and staff governors), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

Data Protection

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. Data will be processed only to ensure that members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

Review of this policy

This conflicts of interest policy will be reviewed on an annual basis or more frequently should circumstances change.

Approved by the Corporation on [05 July 2021]

Next TO BE Reviewed by the Corporation [July 2022]

² See the Charity Commission's guidance *Payment and expenses of college governors*: <http://www.charitycommission.gov.uk/detailed-guidance/specialist-guidance/schools,-colleges-and-universities/payment-and-expenses-for-college-governors/> Legal advice should be obtained before submitting an application to the Commission.