



**CARDIFF AND VALE COLLEGE
FURTHER EDUCATION CORPORATION**

**CODE OF CONDUCT
FOR
MEMBERS OF THE CORPORATION**

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CONTENTS

	Page
1 Introduction	3
2 Interpretation	4
3 Aims and Values	4
4 Duties and statutory accountability	5
5 Skill, Care and Diligence	6
6 Powers	6
7 Conflict of Interests	6
8 Collective Responsibility	7
9 Openness and Confidentiality	8
10 Attendance at Meetings	8
11 Governance Development	9

APPENDICES

1 Summary of the Responsibilities of Corporation Members	10
2 Summary of the Powers of the Corporation	12

CODE OF CONDUCT FOR CORPORATION MEMBERS

1 INTRODUCTION

- 1.1 This Code is intended as a guide for Members, to indicate the standards of conduct and accountability which are expected of them, to enable them to understand their legal and ethical duties, to assist them in carrying out those duties and to support them in their relationship with the Corporation and the Principal. The Code is aimed at promoting effective and well-informed College Governance although it is not intended to be a definitive or authoritative statement of the law.
- 1.2 In addition to this Code, Members are recommended to familiarise themselves with the following documents:
- (a) The Instruments and Articles of Government;
 - (b) The Financial Memorandum of the College Funding Body;
 - (c) The College Strategic Plan;
 - (d) The Standing Orders and Terms of Reference of the Corporation and its Committees, working parties, subsidiary bodies of the College and any joint ventures of the College to which the Member is appointed;
 - (e) The College's Vision and Mission Statements;
 - (f) The College's Anti-Bribery Policy as required by the Bribery Act 2010;
 - (g) The College's Equality and Diversity Policy;
 - (h) The College's Whistleblowing Policy;
 - (i) The College's Safeguarding Policy;
 - (j) The principles paid 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
- 1.3 The responsibilities of Members and the powers of the Corporation are set out in Appendices 1 and 2 of this document for ease of reference. They should not be taken as an exhaustive statement of duties, power or provisions and members should refer to the source documents. If a Member is in doubt about the provisions of any of these documents, the Clerk to the Corporation should be consulted. However, ultimate responsibility for the appropriateness of

conduct as a member of a corporate body and for any act or omission in that capacity rests with the individual Member.

2 INTERPRETATION

2.1 In this Code:

- “College” means Cardiff and Vale College, and
- “Chair”, “Chief Executive” and “Clerk” mean respectively the Chair, Chief Executive and Clerk for the time being of Cardiff and Vale College Further Education Corporation
- “Corporation” means the further education corporation which was established for the purpose of conducting the College
- “Member” means members of the Cardiff and Vale College Further Education Corporation and its’ Committees, working parties, subsidiary bodies of the College and joint ventures of the College to which the members are appointed
- All other definitions have the same meanings as given in the Instrument and Articles of Government
- Words importing one gender import either gender

3 AIMS AND VALUES

- 3.1 The Vision of the College is to be ‘Inspirational, Inclusive and Influential’.
- 3.2 The Mission of the College is transforming lives by unlocking potential and developing skills.
- 3.3 The College Vision and Mission Statements together with the corporate objectives of the College agreed by the Corporation from time to time represent the core purpose and aims of the College and all Members shall have due regard to them when conducting the business of the College 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:
- (a) having close regard to the voice of the learner;
 - (b) combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010;
 - (c) engaging with the community which the College serves in order to understand and meet its need.

- 3.5 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards.

4. DUTIES AND STATUTORY ACCOUNTABILITY

- 4.1 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Each Member should act honestly, diligently and, subject to the provision appearing in paragraph 8 of the Code relating to collective responsibility, independently and in accordance with the Nolan Principles as set out in 1.2(k) above.
- 4.2 Whatever decisions Members take at meetings of the Corporation and its committees, working parties, subsidiary bodies or joint ventures must be for the benefit of the College as a whole and not for any inappropriate purpose, or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interest of its students, its staff and other users of the services of the College and the safeguarding of public funds. Members should have regard to those interests and must not allow any political interest to take precedence. *In particular, Members are not appointed as ‘representatives’ or ‘delegates’ of any other body and may not lawfully be bound by mandates given by others.*
- 4.3 Members must observe the provisions of the Instrument and Articles of Government, particularly the responsibilities of the Corporation set out in paragraph 3(1) of the Articles of Government and in Appendix 1 of this document.
- 4.4 Members must comply with the standing orders and terms of reference of the Corporation and its committees, working parties, subsidiary bodies and joint ventures to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Members must keep those standing orders and terms of reference under periodic review.
- 4.5 Members should also have regard to the different but complementary responsibilities given to the Chief Executive of the College. Whereas it is for the Corporation to determine the strategic direction and policies of the College and to monitor the performance of the Chief Executive and other senior post holders, it is the Chief Executive’s role to implement the decisions of the Corporation and to manage the affairs of the College within the budgets and frameworks determined by the Corporation. Members should work together so that the Corporation and the Chief Executive perform their respective roles effectively.
- 4.6 Members are collectively responsible for observing the duties set out in the Financial Memorandum, which the College funding body has drawn up as a set of conditions relating to the use of public funds.
- 4.7 Although the Welsh Government is a significant provider of funds to the College, Members should note they are also responsible for the proper use of income derived from other sources, such as Work Based Learning and Commercial revenue.
- 4.8 All Members must submit to a Disclosure and Barring Service check.

- 4.9 Members should refer to the Clerk for advice relating to the governance functions and have regard to the Clerk's Independent Advisory role.

5 SKILL, CARE AND DUE DILIGENCE

- 5.1 Members should, in all their work for the College, exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members act as agents of the College, for example, as Chairs or as representatives. Members should take care to act within the Terms of Reference of any Committees on which they serve.

6 POWERS

- 6.1 Members are responsible for taking decisions which are within the powers given to the Corporation by Sections 18 and 19 of the Further and Higher Education Act 1992 as amended by the Further and Higher Education (Governance and Information) (Wales) Act 2014. A summary of those powers is set out in Appendix 2. If Members think that the Corporation is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Clerk for advice.

7 CONFLICT OF INTEREST

- 7.1 Like other persons who owe a fiduciary duty, 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 or into a position where their interests could be perceived as likely to interfere with the performance of 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.
- 7.2 Members are reminded that under sub-paragraph 12(1) of the 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 staff of the College) without the written approval of the Welsh Government.
- 7.3 Members are also reminded that under sub-paragraph 12(3) of the Instrument of Government, they must disclose to the Corporation any financial interest, which they 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
 - (c) Any other matter relating to the College
- 7.4 An interest does not have to be financial for the purposes of disclosure. If an interest of any kind (including an interest of a spouse or partner of a Member or of a close relative of a Member or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the

exercise of a Member's independent judgement, then the interest, financial or otherwise, should:

- (a) Be reported to the Clerk, and
- (b) Be fully disclosed to the Corporation or to any Committee of the Corporation before the matter giving rise to the interest is considered

7.5 If the Member concerned is present at a meeting of the Corporation or any of its committees, working parties, subsidiary body or joint venture, at which the supply, contract or other matter constituting the interest is to be considered the Member

(a) Should not take part in the consideration or vote on any question with respect to the interest and shall not be counted in the quorum for that meetings, and

(b) May withdraw from that part of the meeting at which the matter giving rise to the interest is considered

7.6 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 or is seen to compromise their personal judgement or integrity. An offer or receipt of gifts, hospitality or benefits of a value above £25, should immediately be reported to the Clerk and noted on the Register.

7.7 If in any doubt, seek approval from the Clerk.

7.8 The Clerk will maintain a Register of Members' Interests which is open to public inspection. Members are requested to disclose annually 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 have, and the Clerk will enter such interests on the Register. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given to "interest" in paragraph 7.4 of this Code.

8 COLLECTIVE RESPONSIBILITY

8.1 The Corporation operates by Members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by Members collectively and all Members have a duty to stand by it, whether or not they were present at the meeting of the Corporation when the decision was taken.

8.2 If Members disagree with a decision taken by the Corporation, their first duty is to have any disagreement discussed and minuted. If Members strongly disagree, they should consult the Chair and, if necessary, take matters forward in the context of sub-paragraph 13(4) of the Instrument of Government relating to the power to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Member's views in advance to the other Members.

9 OPENNESS AND CONFIDENTIALITY

- 9.1 Because of the public accountability of the Corporation and the importance of conducting its business openly and transparently, 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, agenda, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved, upon request by contacting the Clerk.
- 9.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or name individuals or for other good reason. Such excluded items will be circulated in confidence to Members. However, staff and student members may not have access to minutes dealing with matters in respect of which they were required to withdraw from meetings under subparagraphs 15 (7) and (8) of the Instrument of Government. When considering confidentiality the Members must also consider the College's policies on Freedom of Information.
- 9.3 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 Members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Corporation or committees is satisfied should be dealt with on a confidential basis.
- 9.4 Members should not, whether directly or indirectly (including through the use of social media sites) make statements to the press or other media or at any public meeting relating to the proceedings of the Corporation or its committees. Only the Chair and Principal are authorised to make statements. It is unethical for Members to publicly reveal or criticise the views of other Members which have been expressed at meetings of the Corporation or its' committees whether in person, through social media sites or otherwise.
- 9.5 Members should not use any form of social media (including Facebook, Twitter, LinkedIn and all other social networking sites) or internet sites or blogs to bring the organisation into disrepute. This includes breach of confidentiality and copyright, or doing anything that could be considered as discriminatory against any individual or minority group.

10 ATTENDANCE AT MEETINGS

- 10.1 A high level of attendance at meetings of the Corporation is expected so that Members can perform their functions properly. Should a Member be absent for more than 6 months from Board or Committee meetings without a satisfactory explanation, their absence will be referred to the Search and Governance Committee and may result in termination of membership in accordance with paragraph 11 of the Instrument of Government.
- 10.2 Apologies for the inability to attend any meetings should be given to the Clerk as soon as possible.

11 GOVERNANCE DEVELOPMENT

- 11.1 The Corporation shall ensure that all Members are appointed on merit, in accordance with an open and transparent selection process. The Corporation shall 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 diversity.
- 11.2 Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the induction and development programmes relating to corporate governance.
- 11.2 As part of a continuing process of self-evaluation and in order to promote more effective governance, Members are expected to undertake an annual review of the performance by the Corporation of its duties and responsibilities.
- 11.3 Members will be linked to a specified departmental Head in order to obtain a better appreciation of the workings of the College and should refer to the guidance issued by the Clerk for an understanding of their role in this work.
- 11.4 Queries regarding the operation of the College should be directed to the Principal or Deputy Principals. Such queries should not be directed to Directors or members of the senior management team.

Whilst a Member of the Corporation, I agree to observe the Code of Conduct

.....
Name of Member (Capitals)

.....
Signature

.....
Date

APPENDIX 1

SUMMARY OF RESPONSIBILITIES OF CORPORATION MEMBERS

Responsibilities

Under sub-paragraph 3(1) of the 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);
- (b) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, grading, appraisal, suspension 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 and determination of pay in the capacity as a member of staff);
- (e) the dismissal 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 dismissal in the capacity as a member of staff);
- (f) setting a framework for the pay and conditions of service of all other staff;
- (g) 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
- (h) if there is no Academic Board, ensuring that arrangements are in place for advising the Principal on—
 - (i) the standards, planning, co-ordination, development and oversight of the academic work of the institution;
 - (ii) arrangements for the admission, assessment and examination of students; and
 - (iii) the procedures for the expulsion of students for academic reasons.

“Senior Post” means the post of Chief Executive and such other senior posts as the Members may determine for the purposes of the Articles.

Responsibilities which must not be delegated:

Sub-paragraph 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 Clerk, including where the Clerk is, or is to be appointed as a member of staff the Clerk's appointment in the capacity of a member of staff;
or
- (f) the making of new articles of government in place of these Articles or the modification of these Articles under section 22 of the Further and Higher Education Act 1992.

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

APPENDIX 2

SUMMARY OF THE POWERS OF THE CORPORATION

Principal Powers

Under Section 18 of the Further and Higher Education Act 1992, a Further Education corporation may:

- (a) Provide further and higher education, and
- (b) Supply goods or services in connection with their provision of education.

These powers are known as the “principal powers” of the Corporation.

Supplementary Powers

Under Section 19 of the 1992 Act, a further education 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:

- (a) The power to acquire and dispose of land and other property.
- (b) The power to enter into contracts, including in particular:
 - (i) Contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of their principal powers, and
 - (ii) Contracts with respect of carrying on by the Corporation of any such activities.
- (c) The power to form, participate in forming or invest in a company.
- (d) The power to form, participate in forming or otherwise become a member of a charitable incorporated organisation (within the meaning of Part 11 of the Charities Act 2001).
- (e) The power to borrow such sums as the Corporation think fit for the purpose of carrying on any activities they have power to carry on or to meet any liability transferred to them under Section 23 to 27 of the 1993 Act (ie, 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.
- (f) Power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on.
- (g) 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, and

- (h) 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.

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.