

CODE OF CONDUCT FOR CORPORATION MEMBERS

INTRODUCTION

- 1 The Code of Conduct originally established by the Norfolk College corporation on 31 October 1995 was amended on 16 November 1998, to apply to corporation members of The College of West Anglia, and further revised on 16 March 2016, 18 December 2024, and 15 October 2025.

Purpose of the Code of Conduct

- 2 This Code is intended as a guide for corporation members, to indicate the standards of conduct and accountability which are expected of them, to enable them to understand their legal and ethical duties and to assist them both in carrying out their duties and in their relationship with the corporation and the Principal/CEO as the Chief Executive. The Code is therefore aimed at promoting effective and well-informed College governance and is not intended to be a definitive or authoritative statement of the law or good practice.
- 3 In addition to this Code, members are recommended to familiarise themselves with the following:
 - The College's Instrument and Articles of Government⁽¹⁾
 - The College's Strategic Plan, including its Mission and Values
 - The current Conditions of Funding entered into by the College with the DfE
 - The Standing Orders
 - The Framework and Guide for External Auditors and Reporting Accountants of Colleges
 - The AoC Code of Good Governance 2025
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- 4 Sections E1, and E2 are attached to this Code for easy reference to summarise the requirements, as they affect corporation members, of respectively:
 - The Instrument and Articles of Government (E1)
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 - The Further and Higher Education Act 1992, as amended (E2).

They should not be read as an exhaustive statement of duties, powers or provision, and members should refer to the source documents listed above.

- 5 If a member is in doubt about the provision of this Code or any of the source documents, the Head of Governance shall be consulted and, if necessary, professional advice shall be obtained. However, 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 member.

Interpretation

- 6 In this Code "College" means the College of West Anglia. "member", "Chair", "Principal/CEO" and "Head of Governance" mean respectively the member of the corporation, the Chair of the corporation, the Principal/CEO of the College, and the Head of Governance. All other definitions have the same meanings as given in the college's Instrument and Articles of Government, and words importing one gender will import any gender.

Compliance with the Code of Conduct

- 7 This Code applies to every committee, working party or other subsidiary body of the corporation to which members may be appointed.
- 8 By accepting appointment to the corporation of the College of West Anglia, each member agrees to accept the provisions of this Code and agree that any breach of the Code by them may lead to the termination of their appointment as a member, in accordance with Instrument 9 of the college's Instrument and Articles of Government.
- 9 Members will be asked to sign a statement explicitly acknowledging their acceptance of the Code of Conduct. Regardless of this, acceptance of appointment as a member of the corporation will be construed as acceptance of this Code.

DUTIES OF CORPORATION MEMBERS

10 "Nolan" Principles of Public Life

Members are required to conform to the seven principles set down by the Second Report of the Committee on Standards in Public Life (the Nolan Committee) in 1996:

- (a) *Selflessness*
Take decisions solely in the public interest, not to gain financial or other material benefits for themselves, their families or their friends.
- (b) *Integrity*
Not place themselves under financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- (c) *Objectivity*
Make choices on merit.
- (d) *Accountability*
Be accountable for their decisions and actions and submit themselves to whatever scrutiny is appropriate.
- (e) *Openness*
Be as open as possible about decisions and actions, giving reasons and restricting information only when the wider public interest clearly demands this.
- (f) *Honesty*
Declare any private interests relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
- (g) *Leadership*
Promote and support these principles by leadership and example.

- 11 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 best interests. Each member should act honestly, diligently and, subject to the provisions appearing in paragraph 29 of this Code relating to collective responsibility, independently. The actions of members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

- 12 Decisions taken by members of the corporation and its committees must not be for any improper purpose, or for 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, 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).
- 13 Members must observe the provisions and responsibilities contained in the College's Instrument and Articles of Government and, in particular, the duty to give immediate notice to the Head of Governance should they become disqualified from continuing to hold office.
- 14 In the event that a member is the subject of unresolved criminal proceedings or investigations, the member shall immediately advise the Chair and the Head of Governance. Where the member concerned is the Chair, the Chair shall immediately advise the Vice Chair and the Head of Governance. The member may then be suspended in accordance with clause 27 of the Standing Orders, until the outcome of the proceedings/investigation is resolved (and for the avoidance of doubt, in these circumstances a suspension could exceed the normal maximum six months).
- 15 Members should comply with the Standing Orders and terms of reference of the committee of the corporation to ensure that the corporation conducts itself in an orderly, fair, open and transparent manner. Members must keep the Standing Orders and terms of reference under periodic review.

Statutory Accountability

- 16 Members are collectively responsible for observing the duties set out in the funding agreements which the College has entered into with the Department for Education (DfE) and other funders as a condition of receiving public funds.
- 17 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 Research England) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and audit.

Skill, Care and Diligence

- 18 A member should in all his/her work for the College exercise such skill as he/she possesses, 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, 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.

Responsibilities of the Corporation and its Members

- 19 Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the corporation by Article 3(1) of the College's Instrument and 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 the summary of the provisions of the Instrument and Articles of Government within this Code of Conduct (E1).
- 20 Members should also have regard to the different, but complementary, responsibilities given to the Principal/CEO as the College's Chief Executive. Whereas it is the corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal/CEO and any other senior post holders, it is the Principal/CEO's role to implement the corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the corporation. Members should work together so that the corporation and the Principal/CEO perform their respective roles effectively.

Powers

- 21 Members are responsible for taking decisions that are within the powers given to the corporation by Sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is included in section E2.
- 22 If a member thinks that the corporation is likely to exceed its powers by taking a particular decision, he/she should immediately refer the matter to the Head of Governance for advice.

Conflicts of Interest

- 23 Like other persons who owe a fiduciary duty, members and senior staff should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interest 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.

- 24 Members are also reminded that under the College's Instrument and Articles of Government and the general law they must disclose to the corporation any direct or indirect financial interest which they or their spouse, partner, children, or other close relatives or business associate 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; or
- (d) Any duty which is material and which conflicts, or may conflict, with the interests of the corporation.

- 25 An interest does not have to be financial for the purposes of disclosure. If it 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 nature of the interest, financial or otherwise, should be:

- (a) Reported to the Head of Governance; and
- (b) Fully disclosed to the corporation before the matter giving rise to the interest is considered.

- 26 If the 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, he/she should:

- (a) 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
- (b) Withdraw from that part of the meeting at which the matter giving rise to the interest is considered, where required to do so by a majority of the members of the corporation or committee present at the meeting, and on no account may vote in relation to the matter.

- 27 A staff member shall withdraw from the meeting if the matter under consideration relates to pay and conditions under negotiation and the staff member is representing any of the staff concerned in those negotiations.

- 28 Failure to disclose a relevant interest may lead to a member being in breach of the Code of Conduct. 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 procedure.
- 29 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 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 Head of Governance.

- 30 The Head of Governance will maintain a Register of members' Interests which will be open for public inspection. Members must disclose routinely to the corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Head of Governance will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Head of Governance whenever their circumstances change, and interests are acquired or lost.

Collective Responsibility

- 31 The corporation operates by members taking majority decisions at quorate meetings, including meetings held by telephone and by alternative methods such as written resolutions, as provided for in the Instrument and Articles of Government. Therefore, a decision of the corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not he was present at the meeting of the corporation when the decision was taken.
- 32 If a member disagrees with a decision taken by the corporation, his /her first duty is to have any disagreement discussed and minuted. If the member strongly disagrees, he should consult the Chair and, if necessary, then raise the matter with the corporation when it next meets. If no meeting is scheduled, the member should refer to Instrument 11(4) of the College's Instrument and Articles of Government as to the power to call a special meeting and, if appropriate, exercise it, requesting the Head of Governance to circulate the member's views in advance to the other members. Alternatively, the member may decide to offer his/her resignation from office, after consulting the Chair.

Openness and Confidentiality

- 33 Because of the corporation's public accountability 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, 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.
- 34 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 named individuals, matters relating to commercial transactions and or legal matters, or matters relating to negotiations which, if known, would disadvantage the College, and for other good reasons.

Such items will be kept in a confidential folder by the Head of Governance, and will be circulated in confidence to members, save 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. 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.

- 35 Members should be aware that items designated “confidential” may still be required to be disclosed under the Freedom of Information Act. The limits on the requirements to disclose information are determined by law and are not affected by any corporation decision to designate an item as “confidential”.
- 36 Staff and Student members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College’s Instrument and Articles of Government.
- 37 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 Chair or members of any committee of the corporation are satisfied should be dealt with on a confidential basis.
- 38 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 absence, the Vice Chair.
- 39 It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at meetings of the corporation or its committees.
- 40 The requirements of the Data Protection Act 2018, and the Freedom of Information Act 2000 will apply, as appropriate, to any request for information from a third party.

Complaints

- 41 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. Members have a specific responsibility, under the Instrument and 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 having formal complaints procedures in place to handle issues raised by students and third parties, and of the legal requirement to have a whistle blowing procedure in place.

Relationships

- 42 Staff and students will be treated with courtesy, dignity and respect at all times, and in all circumstances. All staff and students must be treated fairly and equally.

Members' communications and behaviour with staff and students should always align with college values. Their interactions and relationships with staff and students must never undermine or compromise their responsibilities and duty of trust, or college policy on Equality, Diversity and Inclusion, or Safeguarding.

Attendance at meetings

- 43 A high level of attendance at meetings of the corporation and its committees and working groups and for training/planning sessions is expected. Apologies should be given in advance of the meeting as appropriate.

- 44 Members should fully prepare for meetings; actively engage in discussions; contribute in a considered and constructive way, listen carefully and challenge sensitively.

Governance Development

- 45 The corporation shall seek to ensure that all members are appointed on merit, in accordance with an open selection procedure, carried out by the Search and Governance committee, and are drawn widely from the community which the College serves so as to be representative of the community. The corporation should have regard to the provisions relating to membership in the College's Instrument and Articles 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 Instrument and Articles of Government.
- 46 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.
- 47 In order to promote more effective governance, members will carry out an annual review of the performance by the corporation of its duties and responsibilities, and of their own performance and training needs, as part of a continuing and critical process of self-evaluation.

E1 Summary of Members' Responsibilities under the College's Instrument and Articles of Government^[1]

- 1 Under Article 3 (i) of the College's Instrument and Articles of Government the corporation shall be responsible for:
 - (a) The determination of the educational character and mission of the institution and for oversight of its activities;
 - (aa) 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;
 - (b) Approving the quality strategy of the institution
 - (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, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Head of Governance (including where the Head of Governance is, or is to be appointed as, a member of staff, the Head of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff);
 - (f) Setting a framework for the pay and conditions of service of all other staff.
- 2 "Senior Post" means the post of Principal/CEO and such other senior posts as the members may determine for the purposes of the Instrument and Articles of Government.

Responsibilities which must not be delegated

- 3 Article 9 of the Instrument and 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 for safeguarding their assets;
 - (d) The appointment or the dismissal and determination of an appeal of the Principal/CEO; or holder of a senior post;
 - (e) The appointment or the dismissal and determination of an appeal of the Head of Governance (including where the Head of Governance is, or is to be, appointed as a member of staff the Head of Governance's appointment or, subject to article 17, dismissal in the capacity as member of staff);
 - (f) The modifying or revoking of the Instrument and Articles of Government.
- 4 The corporation may, from time to time, resolve to add other matters, which must not be delegated to this list of "reserved" responsibilities.

E2 Summary of the Powers of the Corporation under the Further and Higher Education Act 1992 (Amended by the Learning and Skills Act 2000 and further modified by the Education Act 2011)

Principal Powers

- 1 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 corporation's "principal powers".

Supplementary Powers

- 2 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:
 - 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
 - Contracts in respect of carrying on by the corporation of any such activities;
 - (c) The power to borrow such sums as the corporation thinks fit for the purposes of carrying on any activities they have power to carry on or to meet any liability transferred to them under Sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st 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;
 - (d) The power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on;
 - (e) The 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
 - (f) The 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.
- 3 The corporation may also provide facilities of any description (including 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.
- 4 The powers conferred by Section 19 of the Act are known as "supplementary powers".
- 5 The Further and Higher Education Act 1992 was amended by the Learning and Skills Act 2000 and further modified by the Education Act 2011.