



Policy/Procedure:	Corporation Code of Conduct
Senior Manager Responsible:	Clerk to the Corporation
Author:	Clerk to the Corporation
Approved by:	Corporation
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Publication:	https://wyke.ac.uk/about-wyke/college-corporation/
Changes made:	Updating revisions/additions to paragraph 4.3 concerning completion and updating of the register of interests form by Corporation members, including the requirements for completion of the form by new members before attendance at their first Corporation meeting and with reference to the review of disclosures made on the form by all Corporation members at least annually.



CORPORATION CODE OF CONDUCT

Preamble

Aims and Values

- (i) The Corporation of Wyke Sixth Form College oversees the way that Wyke College is run and aims to ensure that the college fulfils its mission statement (see Annex A) and delivers what its community needs, in a way that reflects the highest ethical and professional standards, and makes effective use of the resources it has available.
- (ii) In the conduct of its business, the Corporation is committed to the seven principles of public life defined by the Nolan Committee: selflessness, integrity, objectivity, accountability, openness, honesty and leadership (see Annex B).

Obligations to stakeholders

- (iii) The Corporation represents the interests of the local community in particular and public interest in general. It recognises its obligations to all its stakeholders: students, parents, staff and the local community and has sought to ensure, through its determination of Corporation membership in its Constitution, that Corporation reflects and is therefore accountable to these various stakeholding groups.
- (iv) Corporation also expresses its obligation to stakeholders by ensuring that the College fulfils its Mission and Vision (see Annex A).

General principles

- 1.1 The Corporation sets and abides by high standards of integrity and propriety and acts in good faith in the best interests of the College.
- 1.2 The Corporation is accountable to Parliament (via the Education Funding Agency (EFA) and the Secretary of State for Education) for the proper discharge of its duties as set out in the College Instrument and Articles of Government, and for the correct application of public funds.
- 1.3 The Corporation seeks efficient and effective operation of the College and discharge of its own duties.
- 1.4 The Corporation accepts the seven principles of public life set out in the first report of the Nolan Committee, and attached as Annex B.
- 1.5 The Corporation expects individual members also to act according to these principles.
- 1.6 Corporation members accept the application to them *mutatis mutandis* of the college staff code of conduct and staff hand book.

2 Collective responsibility

- 2.1 The Corporation has a collective duty to determine the aims of the College, and having done so to promote them as best it can.
- 2.2 The Corporation will set up committees for the efficient discharge of business and also so that there is sufficient separation of powers to ensure that decisions are proper and seen to be so.

- 2.3 In particular
- the Audit Committee and Finance and General Purposes Committee will have no members in common,
 - any Committee acting as an appeal committee and the committee or individual against which the appeal is lodged will have no members in common,
 - the Remuneration Committee will include no employees of the College.
- 2.4 The Corporation will carefully define its relationship with the Principal and other senior staff.
- 2.5 The Corporation will ensure that powers delegated to committees, individuals and the College management can properly be so delegated, and that the terms and limits of the delegation are clear.
- 2.6 The Corporation will act according to natural justice and endeavour to be fair to all concerned in cases involving individuals or groups of staff and students

3 Individual responsibility

- 3.1 Members of the Corporation agree to act in the best interests of the College at any time when they are acting as members of the Corporation.
- 3.2 Members of the Corporation will not seek to advance their own interests (or those of any other individual or agencies) at the expense of the College. Members should base their views on matters before the Corporation on an assessment of the available facts related to the interests of the College and not be influenced by partisan or representative views.
- 3.3 Individual members of the Corporation will abide by the policies of the Corporation and support collective majority decisions of the Corporation, even if they voted against the decision or were absent when the decision was taken.
- 3.4 Members of the Corporation take care at all times to protect the good name of the College and whenever possible to promote its good name. Members acknowledge that they do not have any individual right to make statements or express opinions on behalf of the Corporation except through the Chair or with the agreement of the Corporation. The Chair and the Principal (if requested to do so by the Chair) will normally make any public statements on behalf of the Corporation.
- 3.5 Members of the Corporation take seriously the business of the Corporation and make every effort to attend meetings and to visit the College on other occasions.
- 3.6 The Corporation is committed to the principal of openness in the conduct of its business. The Corporation's policy is that the following items should be considered to be confidential: matters relating to an individual member of staff or student, matters relating to a commercial transaction which if known would disadvantage the college financially, matters relating to a negotiating position with a trade union or legal advice which, if known, would disadvantage the college. It is policy that when such confidential matters as are listed above or when others matters deemed by the members present to be of a confidential nature are discussed, members and any staff present will be informed of the confidential nature of the matter, guided as to with whom it may be possible to discuss it and a time limit for this confidentiality will be set. Minutes of such matters will be circulated with appropriate limitations.

Members of the Corporation will keep the confidences of the Corporation and the College. In case of doubt members should refer to the Chair, or the Clerk to the Corporation.

- 3.7 Members of the Corporation accept that as individuals they have no legal powers outside the Corporation and its Committees. Members will not act independently except within the constraints of powers and duties specifically delegated to them as individuals or as officers of the Corporation (the Chair, the Principal, and Chairs of certain Committees).
- 3.8 Individual members of the Corporation will not commit the College financially or otherwise except where specifically delegated to do so as above.
- 3.9 Individual members of the Corporation agree to be governed by the staff code of conduct and guidelines in so far as these can apply.

4 Accountability

- 4.1 The Corporation is mindful that the College is a public institution and will seek to promote public accountability for its actions and performance.
- 4.2 Members have a personal responsibility to declare conflicts of interest to enable them to:
- fulfil the requirements of section 11 of the Instrument of Government concerning conflicts of interest and their legal duty to act only in the best interests of the College as an exempt charity;
 - protect the integrity of the Corporation's decision-making process;
 - enable outside parties to have confidence in the Corporation's decision-making process; and
 - protect the integrity and reputations of Corporation members.
- 4.3 Members of the Corporation will complete a register of interests form at appointment, including details of any relevant pecuniary, family or other personal interests. A new member of the Corporation should complete a register of interests form and return it to the Clerk to the Corporation before attending their first meeting as a Corporation member. Members must review the disclosures made on the form at least annually. Should interests change during the year, members should inform the Clerk to the Corporation as soon as possible e.g. if an interest ends or is acquired.
- 4.4 During Corporation and/or committee meetings, members of the Corporation should declare any conflicts (or potential conflicts) which arise between their interests and the interests of the College as soon as reasonably possible, and will then take no part in the consideration of or vote on the matter over which there is or may be a conflict and will not be included in the quorum for that part of the meeting at which the matter is discussed or voted upon. Members who have declared a conflict of interests may also be asked to leave the meeting by a majority of the members of the Corporation or committee present. In certain circumstances, where there is a member who has a significant known conflict of interests, the Chair may direct that meeting papers relating to the area where there is a conflict of interests should not be sent to that member.
- 4.5 Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff

member:

- need not disclose a financial interest; and
- may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

- 4.6 The declaration of interests is the responsibility of the individual Corporation member. If, however, the Clerk has reason to believe that a member has an interest that may need to be declared in relation to a particular matter, the Clerk should draw this to the attention of the Chair and the member concerned before or during the meeting. If a member fails to declare an interest that is known to the Chair or the Clerk, they will declare that interest at the meeting.
- 4.7 Any decision on whether a member has failed to declare a conflict of interests will be made by the Chair, whose decision is final. Failure to declare an interest may lead to a member being considered in breach of this Code of Conduct. In certain circumstances, failure to declare a conflict of interests may also result in the member being subject to legal action and personal liability for breach of trust. Such breaches may result in the Corporation considering whether the member's membership of the Corporation should be terminated under section 10 of the Instrument of Government.
- 4.8 All decisions of the Corporation or its committees made following a declaration of a conflict of interests will be reported in the minutes of the meeting. The report will include: the nature and extent of the conflict; an outline of any discussion; and the actions taken to manage the conflict.
- 4.9 Interests which should be declared, include, but are not limited to:
- employment by the College, other financial gain from the College (other than a claim for allowable travel and subsistence expenses incurred in the course of the Corporation member's duties), employment or association with a company or other organisation or person known to be tendering to or likely to be tendering to or supplying goods or services to the College;
 - being related to a staff or student member of the College and/or enrolment as a student at the College;
 - any interest in other colleges in the sixth form college or further education (FE) sector, including the membership of another sixth form or FE sector corporation, employment by another such college or by a company closely associated with it, and enrolment as a student at such a college.
- 4.10 The Clerk will keep a register of the interests of members of the Corporation have declared. The register will be publicly available for inspection during normal office hours.
- 4.11 If anyone on inspecting the register is concerned that it may indicate any impropriety, they should draw the attention of the Chair and Clerk to the matter. If

it is not immediately resolvable to the satisfaction of all concerned, the matter will be discussed at the next meeting of the Corporation.

- 4.12 The interests of close relatives should be regarded as equivalent to those of the Corporation member in the above, including the interests of a spouse or civil partner of a Corporation member, the Corporation member's child, parent, grandchild, grandparent, brother or sister or their spouses or civil partners (as defined in the list of "connected persons" in the Charities Act 2011).
- 4.13 No Corporation member shall acquire or hold any interest in any property that is held or used for the purposes of the College except with the written permission of the Secretary of State (Instrument of Government, section 11).
- 4.14 Members may not be employed under a contract of service or receive any remuneration for their services as Corporation members, without the consent of the Charity Commission, except as a member of the College's staff. Charity Commission consent would only be given in exceptional circumstances. Corporation members may, however, claim for allowable travel and subsistence expenses incurred in the course of their duties as a Corporation member.
- 4.15 While Corporation members should not allow any conflict of interest to arise which might interfere or be perceived to interfere with the exercise of their independent judgment, Corporation members are not prevented from considering and voting upon proposals for the Corporation to insure its members against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium (Instrument of Government, section 11).
- 4.16 Members should not accept gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010, the College's Fraud and Bribery Policy or the College's Financial Regulations or which might be seen as compromising their personal judgment, objectivity or integrity. Where any gifts or hospitality arising from duties on behalf of the College have been offered or accepted from any third party, this should be reported to the Clerk as soon as possible.
- 4.17 Where a conflict of interest has been declared because a Corporation member will receive a benefit as a result of a decision to be made by the Corporation, the Corporation should ascertain, before making the decision, whether the benefit is permitted by the Instrument and Articles of Government, by a statutory provision (e.g. under section 185 of the Charities Act 2011) or by specific authorisation of the Charity Commission, taking legal advice where appropriate.
- 4.18 References above to the declaration of interests at meetings or in relation to the consideration of or voting on matters where a member has or may have a conflict of interest include, in addition to meetings at which members are present in person at the meeting, meetings which are held using video-conferencing or telephone conferencing facilities and decisions taken by written resolution and/or by e-mail.
- 4.19 Senior managers attending Corporation meetings or meetings of its committees will be required to declare relevant interests in line with the requirements for Corporation members noted above and will also complete a register of interests form on appointment, reviewing disclosures made at least annually and informing the Clerk of any changes in interests during the year as soon as possible. Completed register

of interests forms will be included with the forms of Corporation members, constituting the register of interests which will be publicly available for inspection during normal office hours, as noted above.

5. Openness

- 5.1 Corporation is committed to openness in the conduct of its business and, as a general rule, information about the Corporation and its work should be publicly available unless there a valid exemption under the Freedom of Information Act 2000.
- 5.2 To this end the Corporation will publish, on the College website, information about public access to Corporation meetings, the dates of full Corporation meetings, details of its committee structure, this code of conduct (including the procedure for making complaints against the Corporation or its members), the Corporation's policy on the appointment of Corporation members, and approved minutes of Corporation and committee meetings, subject to the Corporation's policy on confidentiality – see 3.6 and 5.1 above.
- 5.3 The Corporation will also make publicly available on request during normal office hours the register of members' interests, the agendas of Corporation and committee meetings, the draft minutes of such meetings if approved by the Chair and any other papers of such meetings save only that such minutes and papers may be subject to the Corporation's policy on confidentiality – see 3.6 and 5.1 above.
- 5.4 Under section 16 of the Instrument of Government, it is for the Corporation to decide whether a person who is not a Corporation member, the Principal or the Clerk to the Corporation may attend a full Corporation meeting. If a member of the public is permitted to attend a full Corporation meeting, they will not be permitted to remain in attendance during items which are considered by the Corporation to be confidential. Members of the public who wish to attend a full Corporation meeting should contact the Clerk to the Corporation, giving at least 24 hours notice. Corporation Committee meetings are not open to members of the public
- 5.5 The Freedom, of Information Act 2000 provides public access to information held by public authorities, including sixth form colleges. It does this in two ways: by requiring public authorities to make information about their activities routinely available and publicising this in their Publication Scheme; by permitting Freedom of Information requests from members of the public.
- 5.6 The Corporation makes non-confidential minutes routinely available under its Publication Scheme. Some minutes are, however, classed as confidential. The need for confidentiality may change over time and the classification of confidential minutes is therefore subject to review by the Corporation.
- 5.7 Minutes or other documents which the Corporation classes as confidential may, nevertheless, still have to be disclosed, in whole or in part, under the Freedom of Information Act 2000 where a request for disclosure is made and a valid exemption under the Act does not exist.
- 5.6 The Corporation will review the openness of its arrangements on a regular basis, including the review of minutes classed as confidential, and take account of further developments in good practice, as these arise.

6 Breaches of this code of conduct

- 6.1 Corporation members who believe that the Corporation, one of its committees, or one of its members are or may be acting improperly according to this code of conduct should draw this to the attention of the Chair of Corporation in the first instance.
- 6.2 If that does not lead to a resolution of the matter the member may seek further guidance from the EFA.
- 6.3 Corporation also has a procedure for dealing with complaints against Corporation or against individual Corporation members brought by those who are not members of Corporation (see Annex C).

Approved by Corporation, 27 September 2012
Revised and approved by Corporation, 14 December 2015
Revised and approved by Corporation, 10 December 2020
Revised and approved by Corporation, 15 July 2021

[References to the College's funding body & regulator updated for the establishment of the Education & Skills Funding Agency (ESFA) from 1 April 2017]

Extract from the College's



STRATEGIC PLAN 2021-25

Mission: "To inspire and support all students to achieve exceptional success"

Vision: To become the best sixth form college in the country; a cornerstone of educational excellence in Hull and the Humber region.

*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.



PROCEDURE FOR NON-MEMBERS OF CORPORATION MAKING COMPLAINTS AGAINST THE CORPORATION

If you wish to complain about any aspect of the governance of the College, the College Corporation or an individual member or members of the Corporation (including the Principal if the complaint relates to the Principal's role as a Corporation member), you should follow the complaints procedure set out below.

HOW TO MAKE AN INFORMAL COMPLAINT

To make an informal complaint, please contact the Clerk to the Corporation, Wyke College, Bricknell Avenue, Hull HU5 4NT or e-mail fiona.bagchi@wyke.ac.uk. The Clerk will consult the Chair or, in the Chair's absence, the Vice-Chair of Corporation who will try to deal with the matter to your satisfaction and respond to you. If your complaint concerns the Chair and/or Vice-Chair of Corporation or if you consider your complaint to be too serious to be dealt with under the informal complaints procedure, you should use the formal complaints procedure detailed below.

HOW TO MAKE A FORMAL COMPLAINT

If your complaint

- concerns the Chair and/or Vice-Chair of Corporation or
- your informal complaint was not dealt with to your satisfaction or you consider your complaint to be too serious to be dealt with under the informal complaints procedure detailed above and your complaint in either case falls within the list of eligible complaints below,

you may wish to register a formal complaint by writing to the Clerk to the Corporation, Wyke College, Bricknell Avenue, Hull HU5 4NT.

You should state in your letter that you are making a formal complaint. Formal complaints may also be e-mailed to the Clerk at: fiona.bagchi@wyke.ac.uk

Complaints to be considered under the formal complaints procedure should relate to:

- the performance by the Corporation or a Corporation member of the functions respectively allocated to them under the Articles of Government of the College; and/or
- the exercise by the Corporation of its powers; and/or
- any other alleged breach or non-observance of the duties of the Corporation or individual Corporation members under the Instrument or Articles of Government of the College, its Code of Conduct for Corporation members or the Education & Skills Funding Agency (ESFA) Funding Agreement.

Please state clearly the nature of and grounds of your complaint and if appropriate provide copies of any related documentation.

PROCEDURE TO BE FOLLOWED ON RECEIPT OF A FORMAL COMPLAINT

On receipt of your formal complaint, the Clerk to the Corporation will:

1. acknowledge receipt of your letter of complaint, where possible, within 10 working days;
2. refer the complaint for investigation by one or more of the following, as directed by the Chair of Corporation or, in the Chair's absence, as directed by the Vice-Chair of Corporation:

- the College's Audit Committee;
- one or more Corporation members;
- a person (nominated by an external sector body) who has substantial experience of college governance

If the complaint concerns the Chair of Corporation, the Vice-Chair of Corporation will make a decision on who is to investigate the complaint under 2 above. If the complaint concerns the Chair and/or Vice-Chair of Corporation, the Chair of the Audit Committee will make a decision on who is to investigate the complaint under 2 above.

Those appointed to investigate the complaint should not have been previously involved in the matters which are the subject of the complaint.

The Clerk to the Corporation shall be the clerk to those appointed to investigate the complaint and shall be responsible for the production and appropriate circulation of all minutes, papers and/or correspondence arising in connection with any meetings convened or any investigations instigated.

INVESTIGATION OF A FORMAL COMPLAINT

The person or persons appointed to investigate the formal complaint will:

- consider your complaint and, if necessary in order to determine disputed issues of fact, interview you, as the complainant, and those who are the subject of your complaint, referring issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and
- produce a written report of their findings in relation to your complaint and provide you and the Corporation with a copy of the report as soon as possible; and
- in any event, will produce an interim report within 20 working days of the complaint being referred to them.

REVIEW OF THE INVESTIGATION FINDINGS BY THE CORPORATION

The Corporation, normally at its next scheduled Corporation meeting after receipt of the findings of the investigation, shall consider the findings and determine whether they find your complaint substantiated in whole or part and, if so, what, if any, remedy should be granted. Where your complaint relates to one or more specified Corporation members, they will withdraw from the meeting and take no part in the discussion of the investigation outcome.

NOTIFICATION OF THE CORPORATION'S DECISION

The Clerk to the Corporation will provide you with a written response confirming the decision of the Corporation in relation to your complaint, with reasons for its decision, within 5 working days of their review of the findings of the investigation. A written response will also be provided to those who were the subject of your complaint.

REFERENCE TO AN INDEPENDENT BODY

If you are not satisfied with the outcome of your complaint, you may wish to contact the Education & Skills Funding Agency at complaints.esfa@education.gov.uk

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