



SERC Governing Body Code of Conduct

COLLEGE CODE OF CONDUCT FOR GOVERNING BODY MEMBERS

1 INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governing Body Members Governing Body 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 Governing Body and 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, Governing Body Members are recommended to familiarise themselves with the source documents listed at the end of this Code.
- 1.3 If a Governing Body Member is in doubt about the provisions of this Code or any of the source documents, the Secretary should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governing Body Member of the College and for any act or omission in that capacity rests with the individual Governing Body Member.
- 1.4 This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which Governing Body Members may be appointed.
- 1.5 By accepting appointment to the Governing Body each Governing Body Member agrees to accept the provisions of this Code.
- 1.6 Each Governing Body Member by accepting the provisions of this Code agrees that any breach of the Code by them may lead to action being taken in accordance with the [FE College Model Instrument for Government](#) up to and including the termination of their appointment as a Member in accordance with part iv of the Instrument of Government.

2 RELATIONSHIP WITH THE SPONSOR DEPARTMENT

The Minister and Permanent Secretary at the Department for the Economy (DfE) are answerable to the NI Assembly for the policies and performance of all public bodies sponsored by DfE, including their use of resources and the policy framework within which they operate. The respective roles of DfE and the Governing Body of the College are set out in the Partnership Agreement specifying the terms on which the College receives and spends its funds.

3 AIMS AND VALUES

- 3.1 Our mission is to shape our community, by promoting an inclusive learning environment, which will empower and enable individuals and businesses to fulfil their ambitions. We will contribute to the Programme for Government and associated strategies aimed at promoting social and economic wellbeing and the future prosperity of Northern Ireland.
- 3.2 Our values are at the core of what we do; Solution Focused; Excellence Driven; Responsive and Collaborative.
- 3.3 The College Mission Statement, together with the corporate objectives set out in the College Development Plan, seek to encapsulate the core purposes and aims of the College. Governing Body Members must have due regard to these purposes and aims and to the Core Values when conducting the business of the College and considering the activities and proposed activities of the College.
- 3.4 The Governing Body recognises its obligations to all those with whom it has dealings, including students, employees, suppliers, other educational institutions, the wider community and Government Departments. In particular, the College is committed to:

- 3.4.1 having close regard to the voice of the learner;
 - 3.4.2 combating any discrimination within the College on the grounds of the characteristics protected by relevant equality legislation including the provisions of Section 75 of the NI Act 1998; and
 - 3.4.3 engaging with the community which the College serves in order to understand and meet its needs.
- 3.5 The Governing Body is 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 Governing Body 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 Governor should act honestly, diligently and (subject to the provisions appearing in clause 10 of this Code relating to collective responsibility) independently. The actions of Governing Body 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 Governing Body Members at meetings of the Governing Body 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, Governing Body Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them). Governing Body Members should play a full and active role in the work of the Governing Body.
- 4.3 Governing Body 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 Secretary should they become disqualified from continuing to hold office and also the responsibilities given to the Board of Governing Body Members 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 [FE Order NI 1997](#).
- 4.4 Governing Body Members should comply with the Standing Orders and terms of reference of the Board of Governing Body Members and its committees to ensure that the Board conducts itself in an orderly, fair, open and transparent manner. Governing Body Members must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Governing Body Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive given under the [FE College Model Articles of Government](#). Whereas it is the Board of Governing Body Members function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Board's decisions, and to manage the College's affairs within the budgets and framework fixed by the Board of Governing Body Members. Governing Body Members should work together so that the Board and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Governing Body Members should refer to the Secretary for advice relating to the governance functions which are set out in [FE College Model Articles of Government](#) and have regard to the Secretary's independent advisory role.
- 4.7 Governing Body Members should deal with the public and their affairs fairly, efficiently, promptly, effectively, and sensitively, to the best of their ability. Governing Body Members must not act in a way that unjustifiably favours or discriminates against particular individuals or interests. Governing Body Members must not use, or attempt to use, the opportunity of public service to promote their personal interests or those of any connected person, firm, business or other organisation.

5 RESPONSIBILITIES TOWARDS EMPLOYEES

5.1 Governing Body Members will treat any staff employed by the Governing Body with courtesy and respect. It is expected that employees will show Governing Body Members the same consideration in return.

5.2 Governing Body Members will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

6 STATUTORY ACCOUNTABILITY

6.1 Governing Body Members are collectively responsible for observing the duties set out in the Partnership Agreement which the College has entered into with the DfE and the Funding Agreement which the College has entered into with DfE as a condition of receiving public funds. A summary of some of the more important requirements of the Partnership Agreement can be found in [Signed Partnership Agreement](#).

6.2 Although the DfE is the main provider of funds to the College, Governing Body Members should note that they are also responsible for the proper use of income derived from other sources, such as Student Fees, education contracts, business engagement and project funding 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 DfE the College will have a memorandum of assurance and accountability with DfE which sets out the basis on which such funding is provided. Where DfE funding is received indirectly via a collaboration with a DfE funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

6.3 As accounting officer for the DfE, its Permanent Secretary is directly responsible and accountable to the Northern Ireland Assembly for ensuring that the uses to which the DfE puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to the Northern Ireland Assembly, through the Public Accounts Committee, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Northern Ireland Assembly Public Accounts Committee, alongside the Permanent Secretary to give an account of the use made by the College of such funds. The Governing Body is accountable to DfE for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with The Further Education (Northern Ireland) Order 1997 and general law.

7 PUBLIC SERVICE VALUES

The college is classified as an executive non-departmental public body and therefore, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the [Nolan Principles](#), and the recognition that students and other users of the College's services come first, are a requirement of being a Governing Body Member, and should underpin all decisions taken by the Governing Body.

8 SKILL, CARE AND DILIGENCE

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

9 POWERS

Governing Body Members are responsible for taking decisions which are within the powers given to the Governing Body by the [FE Order NI 1997](#). If a Governing Body Member thinks that the Governing Body is

likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Secretary for advice.

10 CONFLICTS OF INTEREST

- 10.1 Like other persons who owe a fiduciary duty, Governing Body 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 Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 10.2 Governing Body Members are reminded that under the College's Instrument of Government and its policy on Conflicts of Interest and the general law they must disclose to the Governing Body 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 Governing Body in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Governing Body.
- 10.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Governing Body Member or of a close relative of the Governing Body 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 Governing Body Member's independent judgement, then:
- 10.3.1 the interest, financial or otherwise, should be reported to the Secretary;
 - 10.3.2 the nature and extent of the interest should be fully disclosed to the Governing Body before the matter giving rise to the interest is considered; and
 - 10.3.3 if the Governing Body Member concerned is present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or 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 Governing Body or committee meeting where required to do so by a majority of the Members of the Governing Body or committee present at the meeting.
- 10.4 For the purposes of **clause 11.3** "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and stepfather/mother/ brother/sister/child.
- 10.5 Governing Body 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 Secretary.
- 10.6 The Secretary will maintain a Register of Governing Body Members' Interests which will be open for public inspection. Governing Body Members must disclose routinely to the Governing Body all business interests, financial or otherwise, which they or persons associated with them may have, and the Secretary will enter such interests on the Register. Governing Body Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Governing Body Members should inform the Secretary whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, Governing Body Members should have regard to the meaning given to "interest" in **clauses 9.3** and **9.5** of this Code.

11 **POLITICAL ACTIVITY**

- 11.1 In a public role Members should be, and be seen to be, politically impartial and even-handed in all dealings with political parties. Members of the Governing Body are expected not to occupy paid party political posts or hold particularly sensitive or high profile unpaid roles in a political party. On matters related directly to the work of the College, Members should also not make political statements or engage in any other political activity.
- 11.2 Subject to the above, Members may engage in political activity but should, at all times, remain conscious of their responsibilities as Governing Body Members and exercise proper discretion. Members should inform the Chairperson and DfE before undertaking any significant political activity.

12 **GIFTS AND HOSPITALITY [SERC POLICY \(GIFTS AND HOSPITALITY\)](#)**

- 12.1 Governing Body Members must not accept any gifts or hospitality which might, or might reasonably appear to, compromise their personal judgement or integrity or place them under an improper obligation.
- 12.2 Governing Body Members must never canvass or seek gifts or hospitality.
- 12.3 Governing Body Members must comply with the rules set by the body on the acceptance of gifts and hospitality which are in line with current DFP guidance. Governing Body Members should inform the Chairperson and Chief Executive (or equivalent) of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the body.
- 12.4 Governing Body Members are responsible for their decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the public body into disrepute

13 **USE OF OFFICIAL RESOURCES**

Governing Body Members must not misuse official resources for personal gain or for political purposes. Use of such resources must be in line with the body's rules on their usage.

14 **EMPLOYMENT AND APPOINTMENTS**

Should a Member of the Governing Body wish to take up new employment or appointments during their term of office with the College, they must inform the Chairperson and DfE. Formal consideration will be given to whether such additional appointments are appropriate given in the context of a Member's current appointment.

15 **COLLECTIVE RESPONSIBILITY**

- 15.1 The Governing Body operates by Governing Body Members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or videoconference and by alternative methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Board of Governing Body Members even when it is not unanimous, is a decision taken by the Governing Body Members collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.
- 15.2 If a Governor disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chairperson and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chairperson or of any five Board members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Secretary to circulate the Governor's views in advance to the other Board Members. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chairperson.

16 OPENNESS AND CONFIDENTIALITY

- 16.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governing Body Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body's Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chairperson.
- 16.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Governing Body considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Secretary and will be circulated in confidence to Governing Body 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). Items will be treated as confidential until the Governing Body decides otherwise. The Governing Body may wish to take external professional advice in arriving at its decision. When considering such issues, the Governing Body Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000. Refer to any College policy on Access to Information, if appropriate.
- 16.3 However, staff and student Governing Body 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 of Government.
- 16.4 It is important that the Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governing Body Members with a shared corporate responsibility for decisions. Governing Body Members should keep confidential any matter which, by reason of its nature, the Chairperson or members of any committee of the Governing Body are satisfied should be dealt with on a confidential basis.
- 16.5 Governing Body Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chairperson or, in his or her absence, the Vice Chairperson. It is unethical for Governing Body Members publicly to criticize, canvass or reveal the views of other Governing Body Members which have been expressed at meetings of the Governing Body or its committees.
- 16.6 Governing Body Members must not misuse information gained in the course of your public service for personal gain or for political purpose.
- 16.7 Governing Body Members must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after Governing Body Members have left the Board.

17 COMPLAINT

- 17.1 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, there are appropriate complaints procedures in place and these are publicised on the College website . The customer complaints process and associated policy can be found here: [SERC Customer Complaints and Compliments Policy](#)
- 17.2 Members who wish to submit a complaint against the Governing Body or its members should refer to the process set out in [GB Compliant Procedure](#).

18 ATTENDANCE AT MEETINGS

Attendance at least 75% of both meetings of the Governing Body and relevant committees is expected, albeit that the Chairperson may apply their discretion to Governing Body Members where lower attendance is a matter of necessity. Governing Body Members should also refer to the Instrument of Government if a more stringent or detailed attendance requirement has been set out so that Governing Body Members can perform their functions properly.

List of source documents

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| 1. the College's Instrument of Government; | 5. the College's Mission Statement and corporate objectives; |
| 2. the College's Articles of Government; | 6. the College Development Plan |
| 3. the Standing Orders and terms of reference of the Governing Body and its committees; | 7. the College's policies that extend to Governing Body Members, including the College's policies on equal opportunities, and the anti-bribery policy, the College's policy on receiving gifts and the College's policy on conflicts of interest and the College's policy on safeguarding learners; |
| 4. The Partnership Agreement entered into by the College with DfE | 8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely: <ol style="list-style-type: none"> 1. selflessness; 2. integrity; 3. objectivity; 4. accountability; 5. openness; 6. honesty; and 7. leadership. |

Please also see extract from the report of the Nolan Committee setting out the [Nolan Principles](#) in more detail.

Please also see extract from the Good Governance Standard setting out [The Good Governance for Public Services 2005](#).

+ AS A GOVERNING BODY MEMBER I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.

Signed: _____

Name of Governing Body Member: _____

Dated: _____