



HOPWOOD HALL COLLEGE CORPORATION CODE OF CONDUCT FOR CORPORATION MEMBERS (GOVERNORS)

1. INTRODUCTION

1.1 This code is intended as a guide to indicate the standards of conduct and accountability that are expected of Governors, to enable them to understand their legal duties and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and the Principal. The code is therefore aimed at promoting effective and well-informed 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, Governors are recommended to familiarise themselves with the following which will be supplied to them on appointment:

- a) ~~OBJ~~ Hopwood Hall College's Instrument and Articles of Government;
- b) ~~OBJ~~ Hopwood Hall College's Code of Governance;
- c) Hopwood Hall College's Strategic Plan, including organisational mission and values;
- d) the Financial Memorandum entered into by the college with the ESFA setting out the conditions upon which funding to the Corporation is provided;
- e) the seven key principles identified by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty, and
 - leadership.

A brief explanation of these appears as Annex 1

- f) ~~OBJ~~ training materials and other documentation that are available from the Clerk to the Corporation.

1.3 Annexes 2 (Responsibilities of Corporation Members) and 3 (Summary of Statutory Powers), are attached to this Code for easy reference. They should not be read as an exhaustive statement of duties, powers or provisions, and Governors should refer to the source documents listed above. If a Governor is in doubt about the provisions of any of these documents, the Clerk to the Corporation should be consulted and, if necessary, legal advice should be obtained. 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 Governor.

1.4 This Code applies to every Committee, working party or other subsidiary body of the Corporation to which Governors / Co-opted Members may be appointed.

1.5 By accepting appointment to the Corporation, each Governor agrees to accept the provisions of this code.



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2. INTERPRETATION

In this code:

- 2.1 'Accountability Agreement' means the accountability framework document used by the DfE to set out National skills priorities as well as the essential terms and conditions that providers are required to meet in return for funds;
- 2.2 'Accountability Statement' means the annual statement of curriculum target areas required to be signed off by the Corporation as a condition of receiving funding;
- 2.3 'College' means Hopwood Hall College;
- 2.4 'Corporation' means the further education corporation which was established for the purpose of conducting the college;
- 2.5 'Governor/Member', 'Chairman', 'Vice Chairman', 'Principal' and Clerk to the Corporation mean respectively a Member of the Corporation of the College, the Chairman of the Corporation, the Vice Chairman of the Corporation, the Principal of the College and the Clerk to the Corporation (who acts as the Clerk to the Corporation);
- 2.6 'DfE' means the Department for Education;
- 2.7 ESFA means the Education Skills Funding Agency or any successor body;
- 2.8 'Secretary of State' means the Secretary of State for Education;
- 2.9 'Standing Orders' mean and standing orders created by the Corporation from time to time.
- 2.10 all other definitions have the same meanings as given in the college's Instrument and Articles of Government

3. DUTIES

- 3.1 Governors 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 paragraph 9 of this Code relating to collective responsibility, independently.

The actions of Governors should promote and protect the good reputation of the college and the trust and confidence of those with whom it deals.

- 3.2 Decisions taken by Governors at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Governors 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).



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- 3.3 Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk to the Corporation should they become disqualified from continuing to hold office and also the responsibilities given to the Corporation by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 3.
- 3.4 Governors should comply with standing orders and terms of reference to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep those standing orders and terms of reference under periodic review.
- 3.5 Governors should also have regard to the different but complementary responsibilities given to the Principal 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 and any other senior post holders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Governors should work together so that the Corporation and the Principal perform their respective roles effectively.
- 3.6 Corporation Members should refer to the Clerk to the Corporation for advice relating to the governance functions and have regard to the Clerk to the Corporation's independent advisory role.

4 STATUTORY ACCOUNTABILITY

- 4.1 Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the college has entered into as a condition of receiving funding. (Annex 4).
- 4.2 From November 2022 colleges were reclassified into the central government sector. This decision had immediate effect. Following the reclassification, colleges (and their subsidiaries) are now part of central government. They continue to be self-governing charities regulated by the Secretary of State but are now subject to the framework for financial management set out in Managing Public Money (MPM)⁷. MPM and its associated guidance sets out requirements for everyone working in central government to manage and deploy public resources responsibly in the public interest.
- 4.3 Although the ESFA is the main provider of funds to the College, Corporation Members should note that they are also responsible for the proper use of income derived from other sources, such as the Office for Students (OfS) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from OfS the College will have a funding agreement with OfS, as set out in the OfS's terms and conditions of funding for further education and sixth form colleges, which sets out the basis on which such funding is provided. Where OfS



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funding is received indirectly via a collaboration with an OfS funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

- 4.4 As accounting officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

5. PUBLIC SERVICE VALUES

- 5.1 Public service values are at the heart of the further education service. High standards of personal and corporate conduct and the recognition that students and other users of the college's services come first are a requirement of being a Governor and should underpin all decisions taken by the Corporation Board.

6. SKILL, CARE AND DILIGENCE

- 6.1 A Governor should in all his/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 Governors act as agents of the college, for example, when functions are delegated to a Committee of the Corporation or the Chair. Governors should be careful to act within the terms of reference of any Committees on which they serve.
- 6.2 The Corporation recognises its obligation 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 combating any discrimination within the College on the grounds of race, disability, gender, gender identity, religion or belief, age, sexual orientation, pregnancy or maternity or marital/civil partnership status.

7. POWERS

- 7.1 Governors 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. A summary of those powers is set out in Annex 3. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk to the Corporation for advice.

8. CONFLICTS OF INTEREST



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- 8.1 Like other persons who owe a fiduciary duty, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 8.2 Governors are reminded that under the College's 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 the college's staff).
- 8.3 Governors are also reminded that under the College's Instrument of Government they must disclose to the Corporation any financial interest which they have, or may have, in:-
- the supply or work or goods to or for the purposes of the college;
 - any contract or proposed contract concerning the college; or
 - any other matter relating to the college.
- 8.4. However, 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 Governor's independent judgement, then the interest, financial or otherwise, should:
- be reported to the Clerk to the Corporation and
 - be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Governors should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

- 8.5 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk to the Corporation.
- 8.6 If an interest of any kind (including an interest of a spouse, partner or business associate of a Governor or of a close relative of the Governor 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 Governor's independent judgement, then:-
- the interest, financial or otherwise, should be reported to the Clerk to the Corporation;
 - the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
 - if the Governor 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 or she should: -
- 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
 - withdraw from that Corporation or committee meeting where required to do so by a majority of the Governors or committee present at the meeting.



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For the purposes of clause 8.6 “close relative” includes but is not limited to a father, mother, brother, sister, child, grandchild and stepfather/mother/ brother/sister/child. Where it is proposed that the Corporation should grant a Governor a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a Governor.

Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College’s anti-bribery policy [and the College’s policy on receiving gifts] or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk to the Corporation-

The Clerk to the Corporation will maintain a Register of Governors’ Interests which will be open for public inspection. Governors must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk to the Corporation whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to “interest” in paragraphs 8.3 and 8.4 of this Code.

If a Corporation Member is in any doubt about whether an interest should be disclosed, they should seek advice from the Clerk to the Corporation.

9. COLLECTIVE RESPONSIBILITY

9.1 The Corporation operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone and by alternative methods such as written resolutions, in both cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Governors 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 Corporation when the decision was taken.

9.2 If a Governor disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or of any five Corporation Governors under the College’s Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to the Corporation to circulate the Governor’s views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.



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10. OPENESS AND CONFIDENTIALITY

- 10.1 Because of the Corporation's public accountability, Governors 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 or Corporation Board.
- 10.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; e.g., when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk to the Corporation and will be circulated in confidence to Corporation Members save for those Members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. The Corporation Members must also consider the personal data that is contained within the excluded items in accordance with the Corporation's obligations under the General Data Protection Regulation 2016 and the Data Protection Act 2018 ("Data Protection Laws") and whether or not disclosure of that personal data would be in breach of the Data Protection Laws or the rights and freedoms of the individual(s) in question. When considering such issues, the Corporation Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000 and Environmental Information Regulations 2004. Nothing in this section overrides the College's obligation to disclose in response to a request received under these information law regimes (unless an appropriate exemption applies in each case).
- 10.3 Staff and student Corporation Members have, however, no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 10.4 It is important that the Corporation and its Committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or Governors of any Committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 10.5 Governors 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 Deputy Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Corporation or its Committees.



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11. ATTENDANCE AT MEETINGS

- 11.1 A high level of attendance at Corporation and Committee meetings is expected so that Governors can perform their functions properly. It will normally be expected that a minimum of 80% attendance over a twelve-month period is attained, unless there are temporary extenuating circumstances.
- 11.2 The Clerk to the Corporation will be responsible for monitoring Governors' attendance.

12. GOVERNANCE DEVELOPMENT

- 12.1 Governors are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the college's governance induction and training programmes.
- 12.2 In order to promote more effective governance, Governors will carry out an annual review of the performance by the Corporation of its duties and responsibilities, this will also include self-evaluation and evaluation of the Chairman of the Corporation.

An independent external review of governance will also be commissioned every three years.

- 12.3 The Corporation shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the college's Search Committee in accordance with Articles of Government provisions, and are drawn widely from the community which the college serves, having regard to provisions relating to the Governorship of the Corporation in the college's Instrument of Government and the need for continuity, balance and a range of appropriate skills and interests.

13. COMPLAINTS

- 13.1 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 and for its employees, students and communities it serves, Governors have a responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievance relating to their employment; to have formal complaints procedures in place to handle issues raised by students, former students and third parties and adhere to the legal requirement to have a whistleblowing procedure in place.



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ANNEX 1

THE SEVEN PRINCIPLES OF PUBLIC LIFE

A Governor of a college is a holder of public office and in carrying out the roles and responsibilities should abide by the seven principles of public life, as recommended by the Nolan Committee's report, Standards in Public Life. In summary the principles are:

- **selflessness:** holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or friends;
- **integrity:** holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties;
- **objectivity:** all decisions involving awarding of contracts, benefits or rewards should be made on merit;
- **accountability:** holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny;
- **openness:** all decisions taken should be as open as possible;
- **honesty:** holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest;
- **leadership:** holders of public office should promote and support these principles by leadership and example.



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ANNEX 2

SUMMARY OF RESPONSIBILITIES OF CORPORATION MEMBERS

Responsibilities

Under Article 3(1) of the College's Articles of Government, the Corporation shall be responsible:

The Corporation shall be responsible for the following functions

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) 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;
- (c) approving the quality strategy of the institution;
- (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (e) approving annual estimates of income and expenditure;
- (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation, including, where the Clerk to the Corporation is, or is to be appointed as, a member of staff, the Clerk to the Corporation's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.

"Senior Post" means the post of Principal and such other senior posts as the Governors may determine for the purposes of the Articles.

Responsibilities which must not be delegated

Article 9 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 for safeguarding of their assets;



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- (d) the appointment or dismissal of the Principal or holder of a senior post;
- (e) the appointment and dismissal of the Clerk to the Corporation; and
- (f) the modification or revocation of the Articles of Government.

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



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ANNEX 3

SUMMARY OF THE POWERS OF THE CORPORATION

Principal Powers

Under Section 18 of the Further and Higher Education Act 1992 (as amended), a further education corporation may:

- (a) provide further and higher education; and
- (aa) provide secondary education suitable to the requirement of persons who have attained the age of fourteen years,
- (ab) provide education which is secondary education by virtue of Section 2(2B) of the Education Act 1996
- (ac) participate in the provision of secondary education at a school
- (b) supply goods or services in connection with their provision of education.

These powers are known as the Corporation's "principal powers".

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, including in particular the following:

- (a) acquire and dispose of land and other property;
- (b) 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;
- (bb) form, participate in forming or invest in a company
- (bc) form, participate in forming or otherwise become a member of a charitable incorporated organisation
- (c) borrow such sums as the Corporation think 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.



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- (d) power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on;
- (e) 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) 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 for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by Section 19 of the Act are known as “supplementary powers”.



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ANNEX 4

FINANCIAL MEMORANDUM

The ESFA Financial Memorandum sets out the financial relationship between funding agency and college. While the ESFA concentrates on financial matters, the relationship with the college extends to a whole set of mutual obligations encompassing the wider communities and interests that both the funding agency and the college serve. For the financial arrangements set out in the financial memorandum to be effective, the ESFA and the college need to work in partnership and have a relationship based on trust.

The Financial Memorandums should be read in conjunction with the respective Audit Code of Practice and the Instrument and Articles of Government.

Accountability agreements were introduced in 2023 to set out DfE expectations and what colleges will deliver in return for their funding.

Schedule 7 of the accountability agreement sets out relevant governance requirements. Corporation members should familiarise themselves with these arrangements.



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**AS A CORPORATION MEMBER (GOVERNOR) / CO-OPTED MEMBER I AGREE TO
OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.**

Name:

Signature:

Date: