



The Governance Arrangements of the Corporation of the East Sussex College Group

STANDING ORDERS

CONTENTS

1. Introduction

- Contents of the Statutory Instrument and Articles of Government

2. Rules of Conduct for Corporation Members

- 2.1 General expectations of conduct
- 2.2 Standards of public life and code of conduct
- 2.3 Independence and Members' interests
- 2.4 Collective and Individual responsibility
- 2.5 Communication
- 2.6 Attendance

3. Legal Framework and statutory responsibilities:

- 3.1 Further and Higher Education Act 1992
- 3.2 Charity Law
- 3.3 College Companies
- 3.4 Other Statutory Responsibilities of Governors

4. Board structure, membership and procedures

- 4.1 Committees
- 4.2 Membership and appointments
- 4.3 Eligibility to Serve
- 4.4 Appointment of the Chair and Vice-Chair
- 4.5 Powers of Delegation
- 4.6 Chair's Action and Urgency Powers
- 4.7 Notice of meetings

5. Public accountability

- 5.1 Access to information
- 5.2 Public access to meetings
- 5.3 Confidentiality
- 5.4 Performance, evaluation and self-assessment

6. Members' services

- 6.1 Expenses and allowances
- 6.2 Indemnity and insurance
- 6.3 Access to legal advice

7. Review of the Standing Orders

8. Application of the College Seal

9. Complaints against the Corporation

10. The Clerk's responsibilities when the Governors act beyond their powers

APPENDICES:

- A. Nolan Committee Rules of Public Life
- B. Corporation Code of Conduct
- C. Further and Higher Education Act 1992 s18 and s19
- D. Terms of reference for Committees (Audit and Risk Committee, Finance Committee, Human Resources Committee, Curriculum and Standards Committee, Governance Development Committee, Performance and Remuneration Committee, Transformation Special Committee, College Boards)
- E. Membership of Corporation and Committees
- F. Board Protocols

1. INTRODUCTION

- i. These Standing Orders supplement the provisions of the Further and Higher Education Act 1992 and the Instrument and Articles of Government of the East Sussex College Group (ESCG), which at all times are to be regarded as the primary sources of guidance. The contents of the Instrument and Articles are given below:
- ii. It is the responsibility of the Director of Governance to interpret the Instrument and Articles of Government, the Standing Orders and associated ESCG Board approved policy, and to advise the ESCG Board (or if appropriate the Chair of the ESCG Board) if at any time it appears that the ESCG Board (or an individual governor) is in breach of the regulations.

Instrumen		Article	
1	Interpretation	1	Interpretation
2	Composition of the Corporation	2	Conduct of the Institution
3	Determination of membership numbers	3	Responsibilities of Corporation, the Principal and the Clerk
4	Appointment of Governors	4	Establishment of committees and delegation of Functions generally
5	Election of Chair and Vice-Chair/s	5	Search Committee
6	Appointment of Clerk to the Corporation	6	Audit Committee
7	Persons Ineligible to be Governors	7	Composition of committees
8	Term of office of a Governor	8	Access to committees by non-members and publication of minutes
9	Termination and suspension of a Governorship	9-11	Delegable and non-delegable functions
10	Governors not to hold interests in the institution	12-13	Appointment and promotion of staff
11	Meetings	14.	Conduct of Staff
12	Quorum	15.	Academic Freedom
13	Proceedings of Meetings	16.	Grievance, suspension and disciplinary procedures
14	Minutes	17.	Suspension and Dismissal of Clerk
15	Public Access to Meetings	18.	Students
16	Publication of Minutes and Papers	19.	Financial Matters
17	Copies of Instrument	20.	Co-operation with the Funding Agency Auditor
18	Change of College name	21.	Internal Audit
19	Application of the Seal	22.	Accounts and Audit of Accounts
		23.	Rules & Bye-laws

	24. Copies of Articles of Government, Rules & Bye-laws
	25. Modification/ replacement of the Instrument and Articles
	26. Dissolution of the Corporation

2. RULES OF CONDUCT FOR CORPORATION MEMBERS

2.1 General expectations of conduct

Members of the Corporation have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Corporation
- Demonstrate a high level of commitment to the College's vision
- Operate within the governance framework of the College

Responsibility for the appropriateness of conduct as a Governor and for any act or omission in that capacity rests with the individual Member.

These Standing Orders shall bound every Governor.

2.2 Standards of public life and code of conduct

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 interests. Members are expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee's report, "Standards in Public Life", for those holding public office. These are provided in full in Appendix A.

Every Member will sign up to the Corporation's Code of Conduct on appointment and reaffirm his or her commitment to following the code on an annual basis. A summary of the Code of Conduct is available in Appendix B, and the full code is available on the College's website and on request from the Director of Governance.

2.3 Independence and Other Interests

Decisions made at meetings of the Corporation and its Committees must be for the benefit of the College as a whole and not for any improper purpose, or personal motive. The "benefit of the College" can be taken to mean, first and foremost, the interests of its students and other users of the College's services, and must not allow any sectional interest to take precedence. In particular, Members are not appointed as "representatives" or "delegates" of any outside body, and may not lawfully be bound by mandate given by others.

Governors must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Corporation. An "interest" means anything financial or any other interest which, if publicly known, could be perceived as being likely to affect a Governor's independent judgement.

Governors who have an interest in the matters relating to the Institution cannot vote on any question concerning it nor may they be counted towards quorum for the issue. They are not, however, excluded from the meeting unless the Corporation votes to prohibit them. If the Chair has an interest, the above will apply, and the Vice-Chair may Chair the item.

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. To minimise any potential perceptions of impropriety, bias or prejudice, Corporation members are required to refuse any business gifts or hospitality that is other than of insignificant value (less than £10) or where refusal may cause undue offence in line with the Group's Financial Regulations. Any gifts should immediately be reported to the Director of Governance.

The Director of Governance maintains and updates annually a Register of Interests, which is open for public inspection. Governors are invited to disclose routinely to the Corporation all interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the Register. Governors should inform the Director of Governance whenever their circumstances change and interests are acquired or lost.

2.4 Collective Decision Making

The Board of Governors operates by Governors taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision made by the Members collectively and each individual Member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

If a Member disagrees with a decision, they may request that their disagreement be minuted.

The Corporation and its Committees must have full and frank discussions to take decisions collectively. To do so, there must be trust between Governors with shared corporate responsibility for decisions and due respect for the opinions of all Governors. Dependent upon the nature of the business under discussion, Governors should keep confidential any matter which the Corporation considers to be confidential.

2.5 Communication on behalf of the Board

Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Board will only be made by the following:

- the Chair and Vice-Chair/s
- the CEO or their representative
- the Director of Governance

It is the responsibility of the Director of Governance to conduct all correspondence on behalf of the Corporation and to respond to correspondence from staff, including representatives of the staff. This will be undertaken following consultation with the Chair of the Corporation and/or the CEO.

It is unethical for Governors to criticise publicly, canvass or reveal the views of other Governors, which have been expressed at a meeting of the Corporation or its committees.

2.6 Attendance

Governors are asked to give the Director of Governance as much notice as possible if they are unable to attend a meeting. This ensures that apologies for absence are registered at the meeting and allows the Director of Governance to judge if the meeting will be quorate.

A report on Governors' attendance will be produced by the Director of Governance and presented to the Governance Development Committee at each meeting. Governors are expected to achieve an attendance record of at least 75%.

Any Governor who has not attended meetings for more than six consecutive months without permission of the Corporation or become unable or unfit to discharge the functions of a Governor may be removed from office by decision of the Corporation; the Governor concerned shall be given notice in writing.

3 LEGAL FRAMEWORK AND STATUTORY RESPONSIBILITIES

3.1 Further and Higher Education Act 1992 and other regulations

The Corporation has been granted powers by Sections 18 and 19 of the Further and Higher Education Act 1992¹ (a summary appears in Appendix C)

Within these powers, the Corporation has responsibilities for the functions set out in Article 3 (1) of the Articles of Government.

Article 3 (2) specifies the responsibilities of the Principal and Chief Executive to implement the Corporation's decisions and to manage the College's affairs within the budgets and frameworks set by the Board. Article 3 (3) specifies the responsibilities of the Director of Governance to advise the Corporation on the operation of its powers, the conduct of its business, procedural matters and matters of governance practice.

As a condition of receiving public funds, the Corporation and CEO have duties and responsibilities as set out in the College's Financial Memorandum and the Audit Code of Practice² (ACOP), and for the proper use of income derived from the providers of other public funds.

3.2 Charity Law

Due to the status of a Further Education College as an exempt Charity, the Governors of a Further Education Corporation are also governed by Charity Law, in their role as Charity Trustees (Charities Act 2011)³.

¹ <https://www.legislation.gov.uk/ukpga/1992/13/contents>

² <https://www.gov.uk/government/publications/post-16-audit-code-of-practice>

³ <https://www.legislation.gov.uk/ukpga/2011/25/contents>

3.3 Group Companies

The Corporation has the powers to set up subsidiary companies without seeking consent from the Funding Agency, within guidelines set out in policy provided by the Funding Agency. The rules of Company Law, (as set out by the Companies Act 2006) shall also apply to these companies.

3.4 Other statutory responsibilities of Governors

Governors of a Further Education College have a responsibility for setting policy and monitoring its implementation according to the following areas of legislation:

- Health and Safety at Work Act
- Equalities Act 2010
- Employment Law
- Data Protection Act
- Freedom of Information Act
- Bribery Act
- Safeguarding legislation

A policy framework is available on the ESCG website.

4 THE BOARD STRUCTURE, MEMBERSHIP AND PROCEDURES

4.1 Committees

The Corporation operates a board structure with committees as follows:

- Audit & Risk Committee
- College Boards (Eastbourne, Hastings, Lewes)
- Finance Committee
- Human Resources Committee
- Curriculum & Standards Committee
- Performance & Remuneration & Committee
- Governance Development Committee
- Transformation Committee
- Special Committee (to consider disciplinary matters related to Senior Post Holders and appeals from staff and students)

Terms of Reference for committees are provided in Appendix D.

All of the statutory roles and responsibilities, as set out in Article 3 (1) of the Corporation's Instrument and Articles, shall be performed by the Corporation or delegated to its standing committees. The Corporation reserves the power to constitute any committee, working group or task and finish group required to delegate any of its functions.

The remit, responsibilities, frequency of meetings and membership of any committee shall be determined by the Corporation, and ratified annually by the Corporation.

4.2 Membership and Appointments

The Corporation will keep under review and determine its membership from time to time, having regard to the provisions of the Instrument of Government, the Corporation's



Succession Planning Policy, the recommendations of the Governance Development Committee Committee and sector best practice.

The Corporation is determined as follows:

- 12-15 Independent Governors
- 2 Staff Governors
- 3 Student Governors
- The CEO

Staff Governors and the Election Process

- There shall be two Staff Governors, one teaching staff governor and one business support staff governor elected by all staff. Staff Governors are appointed every two years. Staff governors are eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will go through an election process. The election process shall be carried out during the term immediately before the expiry of the term of office of serving staff governors.
- The Governance Development Committee will review renewal to a second term of office for the Staff Governors with a recommendation to the ESCG Board. If the roles are not renewed the role will go through an election process
- Invitations to nominate candidates shall be sent to all staff. There shall be at least a two week period for making nominations which must be returned to the Director of Governance. Nominees must sign the nomination form to confirm their willingness to stand for election.
- Each candidate must meet with the Director of Governance to discuss the role of staff governor
- If only one nomination from any group has been received, then that person shall be appointed the Staff Governor. If more than one nomination for any group has been received, then an election for that group's representative shall be arranged by ballot.
- There shall be at least a two week period for voting.
- In the event of no nomination being made, the nomination process will be repeated in an attempt to secure a nominee. In the event of more than one candidate receiving the highest but equal number of votes, a second election shall be arranged where only those candidates' names shall be put forward for election. If the result is still a tie, the Governance Development Committee shall compile a profile of each candidate for the Corporation to make its choice. A candidate can withdraw his/her name at any point in the process.
- The outcome of the Staff Governor election is taken to the Corporation for the formal appointment to be made.
- If the Staff Governor ceases to be a member of the Corporation before the expiry of his/her term of office a successor will be appointed for four years.
- A member of College staff may only be a Governor if elected as a Staff Governor or in his/her capacity as Principal. This does not apply to the Student President, students enrolled by the College as apprentices, or students employed part-time by the College for fewer than eight hours a week.

Student Governors

Up to three student governors will be elected from the student body (this process is outlined in the Student Council constitution).

The outcome of the Student Governor elections is taken to the Corporation for the formal



appointment to be made.

The Student Governors' term of office shall usually be for one year.

If the Student Governor ceases to be a member of the Corporation before the expiry of his/her term of office a successor shall be appointed for the uncompleted term only.

A full-time student of the College may only usually be a Student Governor.

The role profile for governors is publically available on the website.

Commitment to Board diversity

As part of ESCG vision to be the learning provider of choice for East Sussex, the ESCG Board is committed to reflecting the diversity of people and communities the organisation serves, to ensure it has the breadth of insight and experience needed to govern a genuinely inclusive and successful organisation. As part of the Board's succession planning policy governors will be drawn from a wide range of backgrounds, with an appropriate balance of skills, gender, race and ethnicity, age, disability, religion and sexual orientation sought. Governance practices, including meeting arrangements and communications, reflect best practice to ensure inclusion and remove any barriers to participation.

Under its current structure, the Corporation is, itself, responsible for monitoring its membership, agreeing its recruitment and succession arrangements and for the appointment of governors.

Terms of office

Governors, with the exception of the student governor, are generally appointed for a four-year term of office. In recognition of the Board's adoption of the Nolan Principles, no governor will serve more than two terms of office of four years.

A Governor may at any time resign his/her office by notice of writing to the Director of Governance.

Co-opted members

The Corporation may co-opt persons who are not Governors to serve as Co-opted Governors on committees subject to the prior approval of the Corporation. Co-opted Governors may be invited to attend full Corporation meetings where appropriate, but do not have voting rights. Co-opted Governors will be appointed for a two-year renewable term of office. Co-opted Governors have full voting rights on committees and are counted as part of the quorum.

The Director of Governance maintains a list of Governors, the Committees upon which they serve, their membership category and the date on which their term of office ends. This list is published on the website for public information (see Appendix E)

4.3 Eligibility to Serve

Eligibility to serve on the Corporation in any capacity is determined in accordance with Charity Law and Company Law. The following are ineligible to serve as governors:

- No one under the age of 18 years may be a member, except as a student member
- The Clerk may not be a member

- A person who is a member of staff of the College Group except as a staff member or in the capacity of CEO. This does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a student's union or whose employment takes the form of an apprenticeship or a student who works part-time for the College Group fewer than 10 hours a week
- No one who has been disqualified from acting as a charity trustee under the Charity Act 2011

A student and staff governor will become ineligible to serve if they leave the College.

Upon becoming a Governor and annually thereafter, Governors are required to confirm their eligibility within the requirement of Instrument 8 of the Instruments and Articles of Government by completing the Confirmation of Eligibility form.

4.4 Appointment procedures for Chair and Vice-Chair/s of the Board (Within the provisions of Instrument (5))

Appointment procedures for Chair of the Board

The Chair is appointed every two years. The Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will be advertised externally. In the event of no appointment being made, the process will be repeated in an attempt to secure an appointment.

Initial appointments will be conducted by a panel – to include board members and at least one external panel member.

Renewal to a second term of office for the Chair will be reviewed by Governance Development Committee with a recommendation to the ESCG Board. If the role is not renewed, the role will be advertised externally.

If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair/s shall act as Chair until an external process is arranged or an interim Chair is in place.

Appointment procedures for Vice-Chair of the Board

The Vice-Chair is appointed every two years. The Vice-Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will be recruited from within the board membership through an internal election process. In the event of no appointment being made, the process will be repeated in an attempt to secure an appointment.

Renewal to a second term of office for the Vice-Chair will be reviewed by the Governance Development Committee with a recommendation to the ESCG Board. If the role is not renewed, the role will go to an internal election process.

If the Vice-Chair/s should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

4.5 Powers of Delegation:

The Corporation has exercised its powers, provided by Article 4, to delegate its functions to committees and the CEO. This scheme is notwithstanding the 'reserved' responsibilities of the Board, which are set out in Article 8 and are considered so vital that they cannot be delegated.

4.6 Chair's Action and Urgency Powers

There shall be no power delegated to the Chair allowing her/him to act on behalf of the Corporation between meetings, except where the Corporation shall agree by resolution at a meeting to delegate specific powers to her/him to deal with a specific matter in the period before the next meeting. Where such specific powers have been delegated to the Chair, he shall report any action taken to the next meeting.

The Chair shall have powers to deal with any matters judged to be of such urgency and gravity that it is not possible to convene a special meeting of the Corporation. The Chair should take the advice of the Vice-Chairs, the CEO, the Director of Governance and as many Governors that he can contact. Any action or decision made by the Chair must be put to the next meeting of the Corporation for endorsement.

Chairs action and urgency powers must not be applied in the case of:

- any matter which the Instrument and Articles states cannot be delegated
- it changing the character of the College;
- it not being lawful
- it being in conflict with the personal interests of the Chair.

4.7 Notice of Meetings

Scheduled meetings of the Corporation shall be called by the Director of Governance giving at least seven calendar days' notice of the date of the meeting, together with a copy of the proposed agenda. Notice shall also state the time, date and place of the meeting.

Meetings which are additional to the published schedule of meetings are referred to as Extraordinary Meetings. The Chair of the Corporation (or Vice-Chair/s in his or her absence) may summon an Extraordinary Meeting by giving less than seven days prior notice if, in the reasonable opinion of the Chair, there are matters which demand urgent attention

5 PUBLIC ACCOUNTABILITY

5.1 Access to information

In accordance with the College's Freedom of Information Act Publication Scheme outlined



below, the Director of Governance shall make arrangements for the publication on the ESCG website of:

- the minutes of each Corporation and Committee meeting
- Information about the Corporation members, its membership, meetings schedule, policies, rules and Byelaws

5.2 Public Access to Meetings

The Corporation may invite relevant persons to attend for specific items or for the whole meeting as appropriate.

Public access to meetings shall be in accordance with Clause 15 of the Statutory Instrument of Government. The Corporation will seek to balance the need for open discussion in which Governors are not inhibited by the presence of members of the public against the need to uphold the Nolan principles of accountability and openness.

Persons seeking access to meetings should make their request in writing to the Director of Governance, stating the reason why they wish to attend. The Director of Governance will refer all such requests to the Chair for consideration.

5.3 Confidentiality

The following criteria are applied in considering whether the material should be dealt with on a confidential basis:

- Material relating to a named person employed at, or proposed to be employed at, the College (this will also apply to members of the Corporation)
- Material relating to a named student at, or candidate for admission to, the College
- Information relating to an identifiable group of staff or students at the College
- Negotiations with trade unions
- Information relating to contract negotiations
- Commercially sensitive or strategic information, the release of which might be disadvantageous to the College
- Information which may have long term legal implications or contain legal advice which, if revealed, may prejudice the College's position
- Any other matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis

The Director of Governance shall review, with the Chair of Corporation, confidential minutes annually, at the end of each academic year, and make recommendations for publication to the Corporation.

5.4 Performance, evaluation and self-assessment

The Corporation shall self-assess its performance fully at least every two years, and shall provide an opinion on its performance at the end of each year, which will be fed into the whole College Self-Assessment. The Self-Assessment methodology will be agreed annually by the Board.



Individual governors will be asked to comment on their own performance annually, through a process of self-reflection and an invitation to meet with the Chair of the Corporation.

The skills needs of the Corporation will be evaluated annually and an audit performed of the skills and experience of Governors against those needs.

A summary of the Board's self-assessment will be published on the College website and will form part of the Annual Report and Financial Statements.

6 MEMBERS' SERVICES

6.1 Expenses and Allowances to Governors

In accordance with Charity Law, governors are ineligible to be remunerated for their work on the Corporation without the permission of the Principal Regulator.

Governors are encouraged to claim back any travelling, subsistence, childcare or other allowances connected with their work on the Corporation. A claim form is available on request from the Director of Governance who has the authority to authorise payment.

6.2 Indemnity and Insurance

Governors are indemnified against personal liability in both their capacity as FE Governors (Under the Learning and Skills Act 2001) and as charity trustees. The legislation requires governors to have acted honestly and reasonably in accordance with their fiduciary duties.

The Group provides governor liability insurance.

6.3 Access to legal advice

The Director of Governance has access to the services of a legal advisor which is independent from that used by the College.

7 REVIEW OF THE STANDING ORDERS

The Corporation will review these Standing Orders at least every two years or more frequently if policy changes require.

8 APPLICATION OF THE COLLEGE SEAL

The Seal shall be applied in accordance with procedures laid out in both Clause 19 of the Instrument of Government and the College's Financial Regulations.

9 COMPLAINTS AGAINST THE BOARD

Any complaint about a Corporation member who is alleged to have failed to comply with the Code of Conduct should be addressed to the Director of Governance.

Having received a complaint about a member's conduct, the Director of Governance will then carry out an investigation according to the following procedure:

- (i) The Director of Governance will bring the complaint to the attention of the Chair or Vice-Chair of the Corporation (as appropriate).
- (ii) The Director of Governance will convene a panel to investigate the complaint and to consider what action (if any) should be taken.
- (iii) The panel should consist of two "independent" members, i.e. persons who are not members of the Corporation, together with either the Chair or Vice-Chair of the Corporation.
- (iv) If the complaint relates to both the Chair and Vice-Chair of the Board, another senior member of the Board, e.g. Chair of Audit Committee, would be a suitable alternative.
- (v) This procedure should not apply to Corporation members who are also employees of the College as separate disciplinary procedures exist for this group.
- (vi) The results of the panel's investigation of a complaint shall be reported to the Corporation of actions to be taken.
- (vii) The complainant will be informed, in writing, of the outcome of the investigation.

10 DIRECTOR OF GOVERNANCE'S RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS

There may be occasions when the Director of Governance feels advice is being disregarded or overruled, and the Board is acting inappropriately or beyond its powers. The Director of Governance should, in the first instance, make every effort to resolve the matter through the avenues available within the College. The Director of Governance may take some or all of the following steps:

- a. Ensure that the reasons for concern have been put in writing and sent by the Director of Governance to the Chair and the CEO
- b. Ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
- c. Report the matter to the next meeting of the Corporation and ensure the matter is placed in the publicly available minutes
- d. Consult the College's external auditors.

The Director of Governance is authorised to obtain initial legal advice on such issues without the agreement of the College management or the Corporation. In such a case, the Corporation may decide to obtain further legal advice.

Appendix A

Nolan Committee Standards of Public Life

- **Selflessness** – Holders of public office should take decisions solely in terms of the public interest. They should not do so 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 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 broader 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.

APPENDIX B

Code of Conduct and Register of Interests for Members of the Corporation Code of Conduct

1. All members of the Corporation are required, on accepting office, to declare that the Code of Conduct will guide them and to make a return on an annual basis which will formally record any interests both personal and business-related which may have a direct or indirect connection with the East Sussex College Group
2. The following principles should guide the conduct of all members of the Corporation:
 - * Members of the Corporation should act at all times with integrity
 - * in dealing with public funds, Corporation members should set and abide by the highest standards of propriety
3. Individual members of the Corporation should at all times, act with awareness of their broader responsibilities as members of the Corporation. They should at all times:
 - comply with this code
 - act in good faith and in the best interests of the College
 - Uphold the confidentiality of any matter deemed confidential by the Corporation on the grounds of commercial or personal sensitivity.
 - Act fully in accordance with the standard principles of financial accountability.
4. Members of the Corporation should not:
 - * act in a way which will bring the Corporation or the College into disrepute
 - * use information gained in the course of their membership of the Corporation for personal gain
 - Use their membership of the Corporation to promote or assist in any of their other activities.
5. As a general guide, members of the Corporation should not take any action which cannot be publicly explained. The overriding principle should be that members should declare any matter which may, to an observer, potentially influence their independent judgment in their role as a Corporation member.

Register of Interests

1. It is expected in public life that those responsible for decisions, particularly financial, should distance themselves from a possible conflict of interests between their personal activities and matters with which they are involved as members of a public body.
2. A Register of Interests is maintained and updated on an annual basis. Members should advise the Director of Governance of any in-year changes to their interests. The Register is available for inspection through the Director of Governance.
3. The Register invites members, the Director of Governance and senior members of staff and those with a high level of financial responsibility to record interests in the following areas of activity:
 - * directorships
 - * employment, office of profession or other activity
 - * gifts and hospitality of a significant value arising from membership of the Corporation
 - * other interests; for example, known clients or business relationships which have a direct connection with the College or which might affect its business; any significant known shareholdings in organisations which have business with the College; unremunerated posts, honorary positions and other connections which may give rise to a conflict of interest or of trust.
 - * trusteeship or participation in the management of charities, membership of professional bodies, trade union etc., membership of closed organisations.
4. Members of the Corporation and those staff listed in 3. are also required to record relevant and known interests held by their spouse, partner or close family.
5. Members and staff listed in 3. have a responsibility to notify the Director of Governance of any new activities which may create a conflict of interests with the College.

Declarations of Interest

1. Any member of the Corporation who has a clear and substantial interest in a matter under consideration by the Corporation should declare that interest at any meeting which the matter is to be discussed, whether or not that interest has already been declared and recorded in the Register of Interests. Such declarations would make clear the nature of the interest and whether it

carried either direct or indirect financial interest to the individual Member.

2. Where such an interest constitutes a direct or indirect financial interest, the member involved should not speak, participate in or otherwise seek to influence any decision taken by the Corporation relating to the matter under discussion, and should, if requested by a majority of members present, withdraw from the meeting.
3. Members who hold office with or are employees of other bodies which receive funds from the College may participate in general discussions and decisions regarding such bodies but should withdraw if requested by a majority of members present, and not participate in any discussion or decision which relates principally to the particular body with which they are associated.
4. Where a member has an interest which is not financial, but which is relevant to the Corporation's business, that interest should be declared. Where the interest is substantial, the Member involved should withdraw from the discussions on any decisions relating to that interest, if requested to do so by a majority of members present. Where an interest arises from membership of a public body and where there is no financial interest, full participation in the discussion and decision is allowable. (A public body is deemed to be any institution or organisation in receipt of public funds, professional organisation or representative group.)
5. As a guide, Corporation members should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interests involved might influence the approach taken to the Corporation's actions. If so, the interest would be deemed to be sufficient for the Member to withdraw, if requested by a majority of members present.
6. Members of the Corporation should not agree to participate in committees or other representative groups acting on behalf of the Group where there is a clear possibility that a conflict of interest will regularly arise.
7. No member of the Corporation who is employed by the College shall, solely by virtue of remuneration for services as an employee, be deemed for the purposes of this code to have a declarable interest.

Acceptance of gifts or hospitality

1. Members of the Corporation should treat with caution any offer of gift, favour or hospitality arising from their membership of the Corporation. In general, meals may be accepted provided that they are working or other recognised proper occasions and the apparent costs of the hospitality are reasonable. It is acknowledged that attendance at social events where the invitation is clearly made because of a connection with the Group is acceptable. Further details are found in section 2.3.



2. All gifts beyond the limits set out from time to time and agreed by the Corporation under the arrangements set out in paragraph 2 of the section applying to Register of Interests above, should be reported to the Director of Governance.

Compliance with the Code

If members of the Corporation have difficulty in complying with this code or are in doubt concerning a particular matter arising from it, they should contact the Director of Governance who will provide appropriate advice.

APPENDIX C

EXTRACTS FROM THE FURTHER AND HIGHER EDUCATION ACT 1992

Section 18: Principal powers of a further education corporation.

(1) A further education corporation may—

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

Section 19: Supplementary powers of a further education corporation.

(1) A further education corporation may do anything (including, in particular, the things referred to in subsections (2) to (4) below) which appears to the Corporation to be necessary or expedient in connection with the exercise of any of their principal powers.

(2) A further education corporation may conduct an educational institution for the purpose of carrying on activities undertaken in the exercise of their powers to provide further or higher education

(3) A further education corporation may provide facilities of any description appearing to the Corporation to be necessary or desirable for the purposes of carrying on any activities undertaken in the exercise of their principal powers (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties)

(4) A further education corporation may—

(a) acquire and dispose of land and other property, (b)

enter into contracts, including 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 to the carrying on by the Corporation of any such activities,

(c) borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities they have the power to carry on or meeting any liability transferred to them and, in connection with such borrowing, may grant any mortgage, charge or other security in respect of any land or other property of the Corporation,

(d) invest any sums not immediately required for the purposes of carrying on any activities they have the power to carry on,

(e) 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) 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.

Appendix D – terms of reference for committees (see website or request a copy from the Director of Governance)

Appendix E – Corporation and Committee Membership (see website or request a copy from the Director of Governance)

Appendix F – Board Protocols

Communications and governor engagement	
All communications (unless private) between Board members and College staff should be copied into the Directors of Governance. Both should be copied in to allow for continuity and cover.	All
Governors contact details should be treated and confidential and used only for the purpose of Board business unless an agreement is made between governors	All
Unless away, recipients of communications asking for a response should aim to acknowledge/answer within three working days	All
All visits by governors to be notified to the Dir Gov and Gov Admin assistant to ensure that proper hospitality arrangements are made and records kept.	All
Conduct of board business	
Directors of Governance to draft cycle of business for the agreement of Board and Executive Team	Directors of Governance
Once the calendar is confirmed by the Board and the Executive Team meetings should not be changed unless meetings will not be quorate	Directors of Governance
The Board calendar to be confirmed a year in advance	Director of Governance
Directors of Governance to prepare a calendar for each term with crucial dates and paper submission dates to allow the CEO to review papers before issue.	Directors of Governance
Agendas to be drafted five weeks ahead of meetings for review and agreement	Dir Gov/Chairs/ Sen officer
Pre-Committee meetings to take place and timings to be issued with the Board Calendar. Chair, Lead officer and Dir Gov to attend	Chair/Senior officer/Dir Gov
Items that do not require discussion to be listed as 'consent' items on the agenda	Chair/Dir Gov
Agendas and papers to be sent out seven days before meeting	Dir Gov, CEO
Late papers to be sent out only in exceptional circumstances, when lateness is inevitable, with the agreement of Chair	CEO/Chair
Papers to use the Board coversheet and indicate clearly the action required (note, discuss or approve). Summaries to clearly indicate matters required for board attention	CEO/Dir Gov/other authors
Committees to report/make recommendations to the main Board through their minutes	Dir Gov/ Committee Chairs
Any presentation or paper made to a Committee or Board meeting must be provided in an electronic copy to the Director of Governance for the records.	College officers
Any apologies to be sent before the meeting	Governors

Any other business to be urgent matters only notified in advance of meetings to the Dir Gov	All
Conduct of meetings	
All papers to be taken as read, so discussion focuses on questions, recommendations and decisions. Members are invited to ask for clarification or assurance but opening the debate of matters already dealt with should be notified to the Chair via the Director of Governance.	Chair/all present
A summary report by each Committee Chair will come to Board meetings with a list of resolutions and highlighted items to offer members insight and assurance.	Chairs
No papers or items requiring a decision to be tabled at the meeting. Governors must have ample time to familiarise themselves with the background and rationale for any decision required of them.	Chair/Dir Gov/CEO
Cost of reasonable coffee, tea and basic vittles will be included in the Board Budget	
After the meeting	
Draft minutes to be produced within five working days of the meeting to an agreed, standard format	Dir Gov
Draft minutes to be approved by the CEO/Chair and circulated within 15 working days of meeting	Director and Chair

Governors should refer to the Director of Governance for advice on any matter relating to governance and board matters. There are also a series of statutory documents and policies directly related to Governors. This is not an exhaustive list but includes:

- Instrument and Articles of Government
- Standing Orders
- Scheme of Delegation
- Code of Conduct for Corporation members
- Governor Visits protocol
- Complaints addressed to the Board policy
- Policy on Expenses and Allowances for Governors
- Governor Recruitment and Succession Policy

Version	Effective from	Summary of change	Prepared by	Approved by
1	04.12.18	New Standing Orders	Directors of Governance	ESCG Board
2	31.03.20	Updated	Director of Governance	ESCG Board