

The Governance Arrangements of the Local College Boards of the East Sussex College Group

Local College Board members do not have the statutory responsibility of Members of the Main Board but they are asked to abide by the principles of good governance and sign a Code of Conduct. Local College Board agendas contain a standing item on declarations of interest to allow any conflicts to be identified at the start of the meeting.

1. RULES OF CONDUCT FOR LOCAL COLLEGE BOARD MEMBERS

1.1 General expectations of conduct

Members of the Local College Board have been appointed to serve in the expectation that they will:

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

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 Member.

1.2 Standards of public life and code of conduct

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 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 a 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 at Appendix B and the full Code is available on the College's website and on request from the Director of Governance.

1.3 Independence and Other Interests

Decisions made at meetings of the Local College Board must be for the benefit of the College as a whole and not for any improper purpose, or for 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.

Members 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 Local College Board. An "interest" means anything financial or any other interest which, if publicly known, could be perceived as being likely to affect a Member's independent judgement.

Members who have an interest in the matters relating to the Institution cannot vote on any question with respect to it nor may they be counted towards quorum for the issue. They are not however excluded from the meeting unless the Local College Board votes to exclude them. If the Chair has an interest the above will apply and the Vice-Chair may Chair the item.

Members 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. In order to minimise any potential perceptions of impropriety, bias or prejudice, Local College Board 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. Members are invited to disclose routinely at meetings or via email to the Director of Governance all interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have. Members should inform the Director of Governance whenever their circumstances change and interests are acquired or lost.

1.4 Collective Decision Making

The Local College Board operates by Members taking majority decisions at quorate meetings. Therefore, a decision of the Local College Board, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not 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.

It is important that the Local College Board has full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members with a shared corporate responsibility for decisions and due respect for the opinions of all Members. Dependent upon the nature of the business under discussion, Members should keep confidential any matter which the Local College Board considers to be confidential.

1.5 Communication on behalf of the Board

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

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

It is the responsibility of the Principal and team to conduct all correspondence on behalf of the Local College Board. The Director of Governance is responsible for organising meetings and agendas in liaison with the Principal and for clerking the meeting.

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

1.6 Attendance

Members 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 Members' attendance will be produced by the Director of Governance and presented to the Search and Governance Committee at each meeting. Members are expected to achieve an attendance record of at least 75%.

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

2. Eligibility to Serve

Eligibility to serve on the Local College Board in any capacity is determined in accordance with Charity Law and Company Law. The following are ineligible to serve as Members:

- No one under the age of 18 years may be a member, except as a student member
- The Director of Governance 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 College 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 Member will become ineligible to serve if they leave the college

3. Expenses and Allowances to Members

In accordance with Charity Law, Members are ineligible to be remunerated for their work on the Local College Board without the permission of the Principal Regulator.

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

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 in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** – Holders of public office should be open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – Holders of public office should promote and support these principles by leadership and example.

Code of Conduct and Register of Interests for Members of the Local College Board Code of Conduct

1. All members of the Local College Board are required, on accepting office, to declare that they will be guided by the Code of Conduct 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 Local College Board:
 - * members of the Local College Board should act at all times with integrity
 - * in dealing with public funds, Local College Board members should set and abide by the highest standards of propriety
3. Individual members of the Local College Board should at all times act with awareness of their wider responsibilities as members of the Local College Board. 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 Local College Board on the grounds of commercial or personal sensitivity.
 - act fully in accordance with the normal principles of financial accountability.
4. Members of the Local College Board should not:
 - * act in a way which will bring the Local College Board or the College into disrepute
 - * use information gained in the course of their membership of the Local College Board for personal gain
 - use their membership of the Local College Board to promote or assist in any of their other activities.
5. As a general guide, members of the Local College Board 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 Local College Board member.

Declaration of Interests

1. It is expected in public life that those responsible for decisions, particularly financial, should distance themselves from possible conflict of interests between their personal activities and matters with which they are involved as members of a public body.
2. Members should advise the Director of Governance of any in year changes to their interests.
3. At the start of each meeting the Chair will ask for any declarations of interest from Members. This includes 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 Local College Board
 - * 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
 - * relevant and known interests held by their spouse, partner or close family
 - * any new activities which may create a conflict of interests with the college.
4. Any member of the Local College Board who has a clear and substantial interest in a matter under consideration by the Local College Board 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.

5. 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 Local College Board relating to the matter under discussion, and should, if requested by a majority of members present, withdraw from the meeting.
6. 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.
7. Where a member has an interest which is not financial, but which is relevant to the Local College Board'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.)
8. As a guide, Local College Board 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 Local College Board'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.
9. Members of the Local College Board 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.
10. No member of the Local College Board who is employed by the College shall, solely by the 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 Local College Board should treat with caution any offer of gift, favour or hospitality arising from their membership of the Local College Board. 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 Local College Board 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 Local College Board 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.

Version	Effective from	Summary of change	Prepared by	Approved by
1	04.12.18	Adapted from the ESCG Standing Orders	Directors of Governance	ESCG Board

