
Governing Body Code of Conduct for College Governors and Co-opted Governors

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Governing Body

Code of Conduct
May 2026

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1. Introduction

- 1.1 This Code of Conduct is intended as a guide, to indicate the standards of conduct and accountability which are expected of College Governors and Co-opted Governors, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in managing their relationship with the Governing Body and Principal / Chief Executive.

This Code is therefore aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive and authoritative statement of the law or good practice.

- 1.2 In addition to this Code, College Governors and Co-opted Governors are recommended to familiarise themselves with the source documents listed in the Schedule on page 14.
- 1.3 If a College Governor or Co-opted Governor is in doubt about the provisions of this Code of Conduct or any of the source documents, the Head of Governance should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a College Governor or Co-opted Governor of the College and for any act or omission in that capacity, rests with the individual.
- 1.4 This Code of Conduct applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which College Governors or Co-opted Governors may be appointed.
- 1.5 By accepting appointment to the Governing Body, each College Governor or Co-opted Governor agrees to accept the provisions of this Code
- 1.6 Each College Governor or Co-opted Governor, by accepting the provisions of this Code of Conduct, agrees that it may lead to the termination of their appointment as a Member in accordance with Clause 9 of the Governing Body's Instrument and Articles of Government.

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2. Interpretation

For the purposes of this Code of Conduct, words importing one gender import and all other definitions have the same meaning as given in the College's Instrument and Articles of Government and/or as detailed below

In this Code of Conduct:

'Accountability Agreement' means the agreement issued by the Department for Education which sets out the accountability framework skills priorities, governance requirements, and the terms and conditions with which providers must comply in return for public funding ;

'Accountability Statement'; means the annual statement approved by the Corporation, which sets out how the College will contribute to national, regional and local skills priorities in return for public funding, in accordance with the requirements of the Department of Education.

'Code of Governance' means the Further Education Code of Good Governance issued by the Association of College's Governors' in 2024 and updated in 2025

'College' means Middlesbrough College.

'College Mission Statement' means the statement as detailed in paragraph 3.1 or such other mission statement as may be agreed by the Corporation from time to time.

'College Core Values' means those Core Values detailed in paragraph 3.2 which may be amended from time to time, and also includes the publication of a Public Value Statement.

'Governing Body' means the Further Education Corporation which was established for the purpose of conducting the College.

'DfE' means the Department for Education.

'Secretary of State' means the Secretary of State for Education.

'Standing Orders' means any standing orders created by the Governing Body from time to time.

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3. Aims And Values

3.1 College’s Mission Statement and Strategic Priorities.

Mission Statement

Empower our students to BELONG, THRIVE and ACHIEVE and PROGRESS
Enhancing our region’s ECONOMIC and SOCIAL PROSPERITY

Strategic Priorities

Our Leadership

We will create capacity to utilise our collective experience to positively influence local and national skills policy and to support whole sector improvement.

Our Inclusion

We provide a safe, welcoming, inclusive and supportive environment for our community.

Our Curriculum

We are at the forefront of national curriculum reform, we deliver a responsive, industry-led curriculum aligned to policy and labour market need.

Our Ambition

We will drive our ‘Taking Teaching Higher 2’ strategy to ensure all learners make strong progress from their starting points, achieve high outcomes and progress to sustained, high quality destinations.

Our Partnerships

We work closely with our external partners, shaping policy and adapting our offer.

Our Team

We will become an employer of choice by building a fair, supportive and high performing culture where people grow, thrive and perform at their best.

Our Environment

We will expand our world-class campus in a responsible manner to accommodate the growth in school leavers and launch a new bespoke adult education centre. We will implement the next ambitious phase of our digital strategy and achieve Net Zero at our Middlehaven campus by 2030.

Our Resilience

We will prepare and deliver a strong financial plan that includes responsible yet ambitious investment in our staff, students and campus, whilst ensuring robust student record and risk management.

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3.2 The College’s Values

- .
- Work Hard
- Aim High
- Respect Others.
- Do What’s Right.
- .
- Support All

The College’s Public Value Statement

Middlesbrough College is committed to adding value to the social, economic and physical wellbeing of the local community it serves. We are committed to raising aspiration, increasing opportunity and providing a foundation for sustainable economic growth and prosperity. Central to our responsibility is our work with partner organisations and our obligation to enrich the social, cultural, economic and physical wellbeing of our whole community.	In practice, this means we are ready, willing and able to respond to the needs of our community whatever and wherever they may be. In making this commitment we may be challenged to work in new ways and, at times, our own capability or capacity may be tested. We are nevertheless determined to devote ourselves to, and measure ourselves against, this endeavour.
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- 3.3 The College’s Mission Statement, together with the Strategic Priorities and corporate objectives of the College agreed by the Governing Body from time to time and including those set out in its Accountability Statement, seek to encapsulate the core purposes and aims of the College. College Governors and Co-opted Governors should have due regard to these purposes and aims (and to the Core Values) when conducting the business of the Governing Body and considering the activities and proposed activities of the College.
- 3.4 The Governing Body recognises its obligations 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 Governing Body is committed to:

- Having close regard to the voice of the learner;
- Combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 (“the 2010 Act”) and promoting equality in accordance with its duty under the 2010 Act;

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- Engaging with the community which the College serves in order to understand and meet its needs.
- Observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech* for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism**.

3.5 The Governing Body is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code of Conduct.

4. Duties

4.1 College Governors and Co-opted Governors are in the position of Charity Trustees and as such 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 College Governor or Co-opted Governor should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of all College Governors and Co-opted Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

**See the College's Code of Practice on Freedom of Speech*

***On the Prevent Duty see the home office guidance on compliance with the duty in s.26 of the 2015 act*

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

4.3 College Governors or Co-opted 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 Head of Governance should they become disqualified from continuing to hold office and also the responsibilities given to the Governing Body 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**.

4.4 College Governors or Co-opted Governors should comply with the Standing Orders and Terms of Reference to ensure that the Governing Body conducts itself in an orderly, fair, open and transparent manner. College Governors or External Members must keep those Standing Orders and Terms of Reference under periodic review.

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- 4.5 College Governors or Co-opted Governors should also have regard to the different, but complementary, responsibilities given to the Principal / Chief Executive. The responsibilities given to the Principal / Chief Executive by the College's Articles of Government are set out in **Appendix 4**. Whereas it is the Governing Body's function to decide strategic policy and overall direction and to monitor the performance of the Principal / Chief Executive and any other Senior Post Holders, it is the Principal / Chief Executive's role to implement the Governing Body's decisions, and to manage the College's affairs within the budgets and framework fixed by the Governing Body. College Governors and Co-opted Governors should work together so that the Governing Body and the Principal / Chief Executive perform their respective roles effectively.
- 4.6 College Governors and Co-opted Governors should refer to the Head of Governance for advice relating to the governance functions which are set out in **Appendix 5** and have regard to the Head of Governance to the Corporation's independent advisory role.

5. Statutory Accountability

- 5.1 College Governors and Co-opted Governors are collectively responsible for [complying with the duties and requirements set out in the Accountability Agreement and associated funding conditions issued by the DfE, which the College has entered into as a condition of receiving public funding. A brief summary of the current college funding and accountability framework is set out in Appendix 6.](#)
- 5.2 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)¹. 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
- 5.3 Although the DfE is the main provider of funds to the College, College Governors and Co-opted Governors 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 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, which confirms the basis on which such funding is provided. Where OfS 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.
- 5.4 The Secretary of State is directly responsible and accountable to Parliament for ensuring that the uses to which the DfE puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal / Chief Executive, as Accounting Officer for the College, is also directly responsible and accountable to Parliament, through the Public Accounts Committee (PAC), for the effective stewardship by the College of public funds.

The Principal / Chief Executive may be required to appear before the PAC, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds. The Governing Body 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.

¹ [Managing public money - GOV.UK \(www.gov.uk\)](https://www.gov.uk/managing-public-money)

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6. Public Service Values

Public Service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in **Appendix 1** and **Appendix 2** of this Code of Conduct, and the recognition that students and other users of the College's services come first, are a requirement of being a College Governor or Co-opted Governor and should underpin all decisions taken by the Governing Body.

7. Skill, Care or Diligence

A College Governor or Co-opted Governor should in all their work for the College exercise such skill as they possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when College Governors and Co-opted Governors act as agents of the College, for example, when functions are delegated to a committee of the Governing Body or to the Chair of Governors. College Governors and Co-opted Governors should be careful to act within the Terms of Reference of any committees on which they serve.

8. Powers

College Governors and Co-opted Governors are responsible for taking decisions which are within the powers given to the Governing Body by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A detailed summary of those powers is set out in **Appendices 3 & 7**. If a College Governor or Co-opted Governor thinks that the Governing Body is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Head of Governance for advice.

9. Conflicts of Interest

- 9.1 Like other persons who owe a fiduciary duty, College Governors and Co-opted 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 Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 9.2 College Governors and Co-opted Governors are reminded that under the College's Instrument of Government and its policy on Conflicts of Interest and the general law they must disclose to the Governing Body any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Governing Body in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Governing Body.
- 9.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a College Governor or Co-opted Governor or of a close relative of the College Governors or Co-opted 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 College Governors or Co-opted Governor's independent judgement, then:
 - 9.3.1 The interest, financial or otherwise, should be reported to the Head of Governance.
 - 9.3.2 The nature and extent of the interest should be fully disclosed to the Governing Body before the matter giving rise to the interest is considered.

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- 9.4 If the College Governor or Co-opted Governor concerned is present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, they should:
- 9.4.1 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
 - 9.4.2 withdraw from that Governing Body or committee meeting where required to do so by a majority of the College Governors or Committee Members present at the meeting.
- 9.5 For the purposes of clause 9.3 “close relative” includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father / mother / brother / sister / child.
- 9.6 Where it is proposed that the Governing Body should grant a member a financial interest (such as a contract for the supply of goods or services) the Governing Body must observe the requirements of the Charities Act 2011. The Governing Body may wish to take legal advice before granting such an interest to a member.
- 9.7 College Governors or Co-opted 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-Fraud or Bribery Policy and the Gifts & Hospitality Policy 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 Head of Governance.
- 9.8 The Head of Governance will maintain a Register of Interests which will be open for public inspection. College Governors or Co-opted Governors must disclose routinely to the Governing Body all business interests, financial or otherwise, which they or persons associated with them may have, and the Head of Governance will enter such interests on the Register. College Governors and Co-opted Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. College Governors and Co-opted Governors should inform the Head of Governance whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, College Governors and Co-opted Governors should have regard to the meaning given to “interest” in paragraphs 9.3 and 9.4 of this Code.
- If a College Governor or Co-opted Governor is in any doubt about whether an interest should be disclosed, they should seek advice from the Head of Governance.

10. Collective Responsibility

- 10.1 The Governing Body operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone, via a virtual platform and by alternative methods such as Written Resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the College Governors and/or Co-opted Governors collectively and each individual College Governor or Co-opted Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Governing Body when the decision was taken.

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- 10.2 If a College Governor or Co-opted Governor disagrees with a decision taken by the Governing Body, his or her first duty is to have any disagreement discussed and minuted. If the College Governor or Co-opted Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets. If no meeting is scheduled, the College Governor or Co-opted Governor should refer to the power of the Chair or of any five Governors under the College's Instrument of Government to call a Special Meeting, and if appropriate, exercise it, requesting the Head of Governance to circulate the Governor's views in advance to the other Governors..

Alternatively, as a final resort, the College Governor or Co-opted Governor may decide to offer their resignation from office, after consulting the Chair.

11. Openness and Confidentiality

- 11.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, College Governors and Co-opted Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chair.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection e.g. when the Governing Body considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Head of Governance and will be circulated in confidence to College Governors 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 (e.g. information relating to a proposed commercial transaction or collaboration with another institution). The Governing Body 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 Governing Body must also consider the personal data that is contained within the excluded items in accordance with the Governing Body'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 College Governors and Co-opted Governors 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).
- 11.3 However, Staff and Student Governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.4 It is important that the Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between College Governors and Co-opted Governors with a shared corporate responsibility for decisions. College Governors and Co-opted Governors should keep confidential any matter which, by reason of its nature, the Chair, the Governing Body and / or Committee are satisfied should be dealt with on a confidential basis.

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- 11.5 College Governors or Co-opted Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in their absence, the Vice Chair. It is unethical for College Governors or Co-opted Governors publicly to criticise, canvass or reveal the views of other College Governors or Co-opted Governors which have been expressed at meetings of the Governing Body or its committees.

12. Complaints

- 12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. College Governors /Co-opted Governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.

- 12.2 Students, employers and other third parties have a right to make a complaint to the DfE in respect of the College or of any of its decisions (and this right is referred to in the College's relevant complaints and disciplinary procedures. Copies of these procedures can be obtained from the Head of Governance).

College Governors/Co-opted Governors in particular are reminded that under the DfE's procedure for dealing with complaints about post 16 education and training provision funding by the DfE * the DfE can investigate complaints about:

- 12.2.1 quality, management or experience of education and training;
- 12.2.2 undue delay or non-compliance with published complaints procedures;
- 12.2.3 poor administration;
- 12.2.4 the quality of assessments;
- 12.2.5 equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the courts or tribunals or other organisations);
- 12.2.6 advanced learner loans;
- 12.2.7 apprenticeship providers from employers; and
- 12.2.8 from employers, parents or other third parties on behalf of apprentice(s).

- 12.3 The DfE will not investigate complaints about:

- 12.3.1 issues that are more than 12 months old (except for exceptional cases related to advanced learner loans);
- 12.3.2 examination results, grades, marks, assessment outcomes or curriculum content;
- 12.3.3 individual employment issues;
- 12.3.4 governor or other voluntary employment issues;
- 12.3.5 contractual or commercial disputes or arrangements;
- 12.3.6 disputes between an employer and a provider in relation to the apprenticeship levy;
- 12.3.7 matters which are the subject of legal action or matters that are better investigated by the police;
- 12.3.8 the cancellation or reimbursement of advanced learner loans (which should be referred to the student loan company);
- 12.3.9 claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider;

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- 12.3.10 issues classified as serial; or
- 12.3.11 allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team); and
- 12.3.12 safeguarding concerns **.

12.4 Complaints made by learners following HE courses in FE colleges are directed to the Office of the Independent Adjudicator for HE.

13. Attendance at Meetings

A high level of attendance (as detailed in the Attendance Policy) at meetings of the Governing Body is expected so that members can perform their functions properly.

* <https://www.gov.uk/government/publications/complaints-about-post-16-education-and-training-provision-funded-by-esfa>

** These will be passed onto the appropriate team within DfE who will contact the college. DfE may also contact other organisations, e.g. Ofsted and local authorities

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14. Governance Development

- 14.1 The Governing Body shall seek to ensure that all College Governors and Co-opted Governors are appointed on merit, in accordance with an open selection procedure carried out by the Search & Governance Committee and are drawn widely from the community which the College serves so as to be representative of that community. The Governing Body should have regard to the provisions relating to the membership of the Governing Body in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Governing Body carries out its functions under the College's Articles of Government.
- 14.2 College Governors and Co-opted Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's Governor Induction Programme including regular refresher workshops.
- 14.3 In order to promote more effective governance, College Governors and Co-opted Governors are required to commission an external review of governance ** every three years and to carry out an annual review of the performance by the Governing Body (including a review of their own performance) of its duties and responsibilities as part of a continuing and critical process of self-evaluation.

** [External governance reviews: guide for FE college corporations and designated institutions - GOV.UK \(www.gov.uk\)](https://www.gov.uk/guidance/external-governance-reviews-guide-for-fe-college-corporations-and-designated-institutions)

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Schedule

List of source documents

1. The College's Instrument of Government.
2. The College's Articles of Government.
3. The Standing Orders and terms of reference of the Governing Body and its committees
4. The College's Mission Statement and corporate objectives.
5. The College's Strategic Plan
6. The College's policies that extend to Governing Body members, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010 (and Gifts and Hospitality Policy and Register of Interests Policy), and the College's policy on preventing people being drawn into terrorism (Safeguarding Learners Policy (including Prevent)).
7. The principals laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office. An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at **Appendix 1**.
8. The College Financial Handbook
9. Framework for Auditors and reporting Accountants of Colleges
10. Managing Public Money and associated Guidance
11. The AoC Further Education Code of Good Governance as amended from time to time
12. The Charity Governance Code as amended from time to time
13. The Department for Education's Further education corporations and sixth form college corporations governance guide as amended from time to time
14. The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (*Good Governance Standard*). An extract from the Good Governance Standard setting out the six core principles of good governance is set out at **Appendix 2**.
15. OfS conditions of registration

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Appendix 1

The Seven Principles of Public Life

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996.

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

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Appendix 2

Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005.

1. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users.
 - 1.2 Making sure that users receive a high quality service.
 - 1.3 Making sure that taxpayers receive value for money.
2. **Good governance means performing effectively in clearly defined functions and roles**
 - 2.1 Being clear about the functions of the governing body.
 - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out.
 - 2.3 Being clear about relationships between the governors and the public.
3. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 3.1 Putting organisational values into practice.
 - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
4. **Good Governance means taking informed, transparent decisions and managing risk**
 - 4.1 Being rigorous and transparent about how decisions are taken.
 - 4.2 Having and using good quality information, advice and support.
 - 4.3 Making sure that an effective risk management systems is in operation.
5. **Good governance means developing the capacity and capability of the governing body to be effective**
 - 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well.
 - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group.
 - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
6. **Good governance means engaging stakeholders and making accountability real**
 - 6.1 Understanding formal and informal accountability relationships.
 - 6.2 Taking an active and planned approach to dialogue with accountability to the public.
 - 6.3 Taking an active and planned approach to responsibility to staff.
 - 6.4 Engaging effectively with institutional stakeholders.

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Appendix 3

Summary of Main Responsibilities of College Governors and Co-opted Governors under the Articles of Government (as approved on 10 July 2025)

The Corporation will be responsible for the following functions:

- (a) The determination and preservation and development review of the Educational Character and Mission of the College and the oversight of its activities.
- (b) Approval of the College's overarching strategic direction and strategy.
- (c) Publishing arrangements for obtaining the views of staff and students on the determination and preservation and development review of the Educational Character and Mission of the College.
- (d) Approving the Quality Strategy.
- (e) Effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets.
- (f) Approving annual estimates of income and expenditure.
- (g) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Senior Postholders and the Clerk to the Corporation (Head of Governance), 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
- (h) Setting a framework for the pay and conditions of service of all other staff including Senior Postholders and the Clerk to the Corporation; and

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The Corporation will **not** delegate the following functions:

- (a) Determination of the Educational Character and Mission of the College.
- (b) Approval of the College's overarching strategic direction and strategy.
- (c) Approval of the annual estimates of income and expenditure.
- (d) Responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets.
- (e) Modification or revocation of these Instrument or Articles.
- (f) Appointment of the Principal / Chief Executive.
- (g) Appointment of a Senior Postholder.
- (h) Appointment of 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 in the capacity of a member of staff.

The Corporation will also **not** delegate:

- (a) The consideration of the case for dismissal of the Principal / Chief Executive, the Clerk to the Corporation or the Senior Postholder; or
- (b) The power to determine an appeal in connection with the dismissal of the Principal / Chief Executive, the Clerk to the Corporation or the Senior Postholder unless such power is delegated to a Committee of the Corporation.

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Appendix 4

Summary of Main Responsibilities of the Principal / Chief Executive under the Articles of Government (as approved 10 July 2025)

Subject to the responsibilities of the Corporation, the Principal / Chief Executive will be the Chief Executive of the College, and will be responsible for the following functions:

- (a) Making proposals to the Corporation about the Educational Character and Mission of the College and implementing the decisions of the Corporation.
- (b) The determination of the College's academic and other activities.
- (c) Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- (d) The organisation, direction and management of the College and leadership of the staff.
- (e) The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than Senior Postholders or Clerk to the Corporation, where the Clerk to the Corporation is also a member of the staff.
- (f) Maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

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Appendix 5

Summary of Main Responsibilities of the Clerk to the Corporation under the Articles of Government (as approved 10 July 2025)

The Clerk to the Corporation (Head of Governance) * will be responsible for advising the Corporation on:

- the operation of its powers
- procedural matters
- conduct of its business
- matters of governance practice.

* The position is set out as required by the 2008 Articles. Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Governance Professional. It is, however, suggested that the list in the 2008 Articles remain appropriate. Legal advice should be obtained if any change to the list is being considered

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Appendix 6

College Funding Framework

[The government's reforms to further education have been implemented through changes to funding, accountability and governance arrangements overseen by the Department for Education \(DfE\).](#)

[Further education colleges receive public funding subject to the DfE's education and skills agreements/conditions of funding and associated accountability agreements, which set out the terms and conditions under which funding is provided.](#)

[As part of these arrangements, colleges are required to prepare and publish an annual accountability statement, approved by the Corporation, explaining how the college will contribute to national, regional and local skills priorities \(including those identified through Local Skills Improvement Plans \(LSIPs\) and the statutory local needs duty\).](#)

[The framework is supported by funding-specific schedules and governance requirements, including those relating to financial governance and assurance. In particular, compliance with the College Financial Handbook is a condition of funding, and colleges are required to prepare and submit audited annual reports and financial statements in line with the College accounts direction. Audit and regularity assurance requirements are set out in the Framework and guide for external auditors and reporting accountants of colleges.](#)

[Colleges should expect DfE agreements, accountability requirements and associated guidance to be updated from time to time \(often in line with the annual funding cycle\) and should ensure that governance, financial management and strategic planning remain aligned to the current framework.](#)

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Appendix 7

Summary of the Statutory Powers of the Governing Body

Principal Powers

- 1.1 Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:
- 1.2 Provide further and higher education.
- 1.3 Provide secondary education suitable to the requirements of persons who have attained the age of 14 years or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority). and
- 1.4 Supply goods or services in connection with their provision of education.

These powers are known as the Governing Body's "principal powers".

Supplementary Powers

- 2.1 Under section 19 of the 1992 Act the Governing Body 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 conferred by section 18 of the Act, including in particular the following:
- 2.2 the power to acquire and dispose of land and other property.
- 2.3 the power to enter into contracts, including in particular:
- 2.4 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 the Governing Body's principal powers; and
- 2.5 Contracts with respect to the carrying on by the Governing Body of any such activities;
- 2.6 the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation.
- 2.7 the power to borrow such sums as the Governing Body thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it 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 Governing Body;
- 2.8 the power to invest any sums not immediately required for the purposes of carrying on any activities the Governing Body has power to carry on.

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- 2.9 the 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.
- 2.10 the 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 and
- 2.11 provide advice or assistance to any other person where it appears to the Governing Body to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person
- 2.12 The Governing Body 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 or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as “supplementary powers”.

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Governing Body

Code of Conduct

As a College Governor or Co-opted Governor, I agree to observe this Code of Conduct to the best of my abilities.

Name _____

Position _____

Signed _____

Date _____