NWSLC

NORTH WARWICKSHIRE & SOUTH LEICESTERSHIRE COLLEGE

Corporation Guiding Principles 2026/29(v3)

North Warwickshire and South Leicestershire College

Policy Author: Clerk to the Corporation

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Document History

Version Number	Amended By	Date of Revision	General Revision Description
v2	Clerk	20.6.23	Formatting and date changes. Removal of references to the Good Governance Code for English Colleges and the inclusion of references to the FE Code of Governance.
v3	Clerk	02.07.26	Formatting and date and version number changes.

Corporation Guiding Principles 2026/29(v3)

1. Introduction

1.1 These Guiding Principles (the Principles) outline the standard of behaviour and conduct expected of all Corporation Members. The Corporation is accountable for significant public funding and for providing key educational services to its community. The Code of Good Governance for English Colleges and good practice indicates that Members should therefore act within agreed standards of behaviour and conduct, which are clearly expressed and published.

1.2 The Principles contain essential references to counter-fraud and anti-bribery legislation, the equality duty, the Seven Principles of Public Life (the 'Nolan principles) and Principle 3 (leadership and integrity) of the FE Code of Governance (the Code).

1.3 These Principles:

i. Aim to promote behaviours ensuring effective, well informed and accountable corporate governance. Although Members are not company directors or charitable trustees, they undertake similar roles and therefore the Principles include some of the same expectations set out in company and charity law.

ii. Describe the standards of behaviour governing relationships between Members and the Principal / Chief Executive of North Warwickshire and South Leicestershire College (the College).

1.3 The Principles are not intended to be a definitive or authoritative statement of the law or good practice. If a Member is in doubt about any of the Principles, the Clerk to the Corporation should be consulted.

1.4 By accepting appointment to the Corporation, each Member has agreed to accept the Principles.

1.5 Co-opted members are also expected to comply with the Principles and by accepting appointment, agree to abide by the Principles.

2 Related Policies and Documents

2.1 Instrument and Articles of Government;

2.2 Further Education Governance Code;

2.2 Charity Governance Code;

2.3 Standing Orders;

2.4 Register of Interests;

2.5 Public Interest (Whistleblowing) Disclosure Policy;

2.6 Counter Fraud and Bribery Policy;

2.7 Other policies and documents may be identified from time to time as circumstances change and may be added to this list.

3 Guiding Principles

3.1 **Mission and Values**

Members:

i. Support the College's mission and values, having regard to them when conducting Corporation business and considering College activities and proposed activities.

ii. Promote the College mission and values in the wider community.

iii. Subscribe to Principal 3 - Leadership and Integrity in the FE Governance Code (see Appendix 1) and the Seven Principles of Public Life (see Appendix 2).

iv. Support the provision of equality of opportunity for staff, learners, members of the public, local community and all others who come into contact with the College.

v. Have due regard to the need to:

- eliminate unlawful discrimination, harassment and victimisation and other prohibited conduct;
- advance equality of opportunity between people from different groups; and
- foster good relations between people from different groups.

vi. Work to ensure vulnerable children and adults are adequately protected and their welfare promoted.

3.2 **Duties**

Members:

i. Act in good faith, in the best interests of the College and ensure the College:

- continues to respond to local need;
- is supportive of its customers and the wider community;
- provides flexible, good-quality education and training;
- collaborates with as wide a range of partners as possible, whilst meeting its legal obligations.

ii. Have regard to the need to promote public accountability for the actions and performance of the Corporation, particularly in the proper use of public funding.

iii. Observe the limitations to the right to delegate Corporation responsibilities.

iv. Have regard to the different but complementary responsibilities given to the Principal and ensure any requests of College staff are routed via the Principal.

v. Work together to ensure the Corporation and Principal perform their respective roles effectively.

3.3 **Powers**

Members:

i. Act within their legal powers at all times and where appropriate take advice from the Clerk or other legal qualified person appointed for that purpose by the College.

ii. Apply the property and income of the College only for the purposes of the charity.

iii. Work within the terms of reference of any committee or task and finish group on which they serve.

3.4 **Skill, Care and Diligence**

Members:

i. Exercise such skill, care and diligence in their work as would be expected of a reasonable, prudent person carrying out their own business affairs.

ii. Act fairly and with integrity.

iii. Base their views on an honest, objective assessment of the available facts, informed by their background knowledge and experience, unbiased by a partisan or representative view.

iv. Ensure they are in possession of sufficient, clear information and advice to make the best possible decisions and where this is not the case take effective action to remedy the situation.

v. Give priority, as far as is practicable, to attending Corporation and other, associated meetings.

vi. Ensure effective preparation for deliberation at all meetings.

3.5 **Collective Responsibility**

Members:

i. Work co-operatively with other Members in the best interests of the College.

ii. Acknowledge that differences of opinion may arise in discussion of issues (these may be minuted as such) and accept that members of any committee are entitled to speak against committee decisions when those decisions are discussed in Corporation meetings.

iii. Agree to support in the wider community, the majority decisions of the Corporation.

3.6 **Personal Interest**

Members:

i. Make themselves aware of the requirements to disclose any financial or other interest which is material and which conflicts or may conflict with the interest of the Corporation (see Appendix 3).

ii. Declare openly and immediately, any personal conflict of interest arising from a matter before the Corporation or from any other aspect of Corporation membership.

iii. Provide details of current and future business interests to form the basis of a register of interests, as requested by the Clerk.

iv. Ensure that no outside pressure or inducement will result in the use of membership of the Corporation to benefit themselves or any external individuals or organisations.

v. Will not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity (any such offer or receipt should be reported immediately to the Clerk).

vi. Ensure they act in the best interests of the Corporation and are not bound to speak or vote by mandates given by any other body or person.

3.7 **Openness and Confidentiality**

Members:

i. Respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential.

ii. Exercise the greatest prudence at all times when discussions regarding Corporation business arise outside of Corporation meetings.

iii. Will not reveal the details of any Corporation vote.

3.8 **Relationships**

Members:

i. Strive to work as a team, actively promoting constructive working relationships.

ii. Express views openly, courteously and respectfully in all their communication.

iii. Support chairs to ensure appropriate conduct is demonstrated at all times.

iv. Seek to develop effective working relationships with the Principal, staff, other relevant agencies and the community.

3.9 **Commitment**

Members:

i. Acknowledge membership involves the commitment of significant amounts of time and energy.

ii. Involve themselves actively in the work of the Corporation and accept their fair share of responsibilities, including service on committees or task and finish groups.

iii. Make full efforts to attend all meetings and where they cannot attend, provide timely apologies.

iv. Seek to get to know the College well and respond to opportunities to become involved in College activities.

3.10 **Personal Development**

Members seriously consider their individual and collective needs for training and development and seek and undertake opportunities to enhance their effectiveness by:

i. participating in relevant training and development opportunities;

ii. undertaking mandatory development opportunities (currently induction training for new Members and level 1 safeguarding and Prevent training and equality and diversity training);

iii. (where relevant) being involved in the Link Scheme or undertaking a special responsibility role;

iv. undertaking personal review and appraisal.

3.11 **Limitations on the Role of Individual Members**

Members:

i. Acknowledge that as individuals they have:

- no legal authority to act or speak on behalf of the Corporation, unless specifically delegated to do so;
- no authority over staff, unless explicitly authorised by the Corporation and agreed with the Principal, (nothing in this section is intended to restrict or discourage normal and open communication between the Corporation and College staff).

ii. Provide information to make an application for a criminal records certificate when requested or be disqualified from holding or continuing to hold office as a Member.

iii. Follow College policy when making or responding to criticism or complaints about the College.

iv. Comply with these Principles, the Standing Orders and Financial Regulations.

3.12 **Anti-Bribery Statement**

i. All Members are:

- responsible for maintaining the highest standards of business conduct;
- are expected to behave honestly and with integrity;
- must comply with this anti-bribery statement

ii. Any breach of these expectations will constitute a material breach of this document and may also result in a criminal conviction.

iii. Members are prohibited from offering, giving, soliciting or accepting any bribe. The bribe might include cash, a gift or other inducement, to or from any person or organisation, irrespective of whether or not they are a public official or body, private person or company, by any individual Member.

iv. Members should remain vigilant in preventing, detecting and reporting bribery and should report any suspected bribery in accordance with the Public Interest (Whistleblowing) Disclosure Policy.

4. Breach of the Principles

4.1 If a Member believes any substantive provision of the Principles have been breached, they should raise the issue with the Corporation Chair (or a Vice-chair if the allegation concerns the Chair) who will investigate the allegation in accordance with the Standing Orders.

4.2 Any substantiated allegation of a material breach of these Principles, or other associated policies, may result in the removal of a Member in accordance with the processes set out in the Standing Orders.

5. Review and Amendment of the Principles

5.1 The Clerk is required to keep the Principles under continuous review and will ensure that a full review will take place every three years. Where improvements or amendments are required to meet changed circumstances, these will be recommended to the Corporation for approval.

5.2 Members may wish to propose improvements or amendments. Matters raised will be the subject of a report to the next convenient meeting of People Strategy & Governance Committee, so that a recommendation may be made the Corporation.

5.3 Any amendment to the Principles will require the approval of the Corporation, unless those amendments are provided for by statute or regulation, in which case such changes will be made and notified to the Corporation without delay.

5.4 The approval of the Principles may amend previously approved policy or procedure and will therefore be deemed to take precedence and inform subsequent decisions. Any amendment will not work retrospectively and affect previous decisions.

Appendix 1

Further Education Governance Code - Summer 2023 Extract from the Code

Principle Three: Leadership and Integrity.

The Board and College leadership are to demonstrate the highest levels of professional integrity and conduct, always acting in the best interests of the college and students.

Rationale: The success of the College is dependent on the objective and informed decision-making of its Board in the best interests of students. To take decisions impartially, fairly and based on merit; using the best evidence available. The Board and College leadership must act with honesty, trustworthiness, openness and no undue bias to operate effectively and to promote confidence in the College's reputation. Personal interests and loyalties must be set aside.

Appendix 2

The Seven Principles of Public Life (Second Report of the Nolan Committee on Standards in Public Life, May 1996)

1. **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 benefit for themselves, their family or their friends.

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

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

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

5. **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 demands.

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

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

Appendix 3

Instrument and Articles of Government - Guidance on Financial and Other Interests

1. A Summary of Instrument 10 of the Instrument of Government - Members not to Hold Interests in Matters Relating to the Institution

10.1 A member to whom paragraph 10.2 applies shall -

a. disclose to the Corporation the nature and extent of the interest; and

b. if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 10.2 is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

c. withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 11.2 is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

10.2 This paragraph applies to a member who:

a. has any financial interest in:

i. the supply of work to the institution, or the supply of goods for the purposes of the institution;

ii. any contract or proposed contract concerning the institution; or

iii. any other matter relating to the institution; or

b. has any other interest of a type specified by the Corporation in any matter relating to the institution.

10.3 This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

10.5 The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.