

COLLEGE GOVERNANCE BOARD MEMBERS CODE OF CONDUCT, HENSHAWS COLLEGE, HARROGATE

This document sets out the expectations of all College Governance Board members. It provides:

- An explanation of the Charity's purpose and values.
- A Code of Conduct which each College Governance Board member signs on taking office.
- The procedure to be followed when the Code is breached.
- This Code incorporates the seven principles of public life (the Nolan Principles) developed by the Committee on Standards in Public Life namely: selflessness; integrity; objectivity; accountability; openness; honesty and leadership.

Our Purpose

Henshaws is a charity which supports people living with sight loss and a range of other disabilities to go beyond expectations. We believe that, wherever they are, everyone has the right to an independent and fulfilling life. The Charity's support, advice and training enables people and their families build skills, develop confidence, help each other and look forward to a more positive future.

Our Values:

- **Informed:** always aiming to increase knowledge through experience, expertise and history.
- **Sharing:** a desire to exchange experience and ideas with others
- **Proactive:** actively helping and supporting individuals
- **Inspiring:** through the life-changing impact on the people we support
- **Compassionate:** displaying empathy and understanding
- **Empowering:** encouraging and supporting individuals to reach their full potential.

College Governance Board Members

College Governance Board Members must give leadership, direction and challenge to Henshaws so that the Charity is best able to deliver its purpose, complies with the law and is able to continue to do so in the future. It is important that College Governance Board members, like our staff, observe high standards in their behaviour. Each of the College Governance Board members is committed to do this and signs up to our Code of Conduct set out below.

GENERAL

College Governance Board members must:

- Act within the Governing Document and Scheme of Delegation of Henshaws and the law and abide by the policies and procedures of the organisation. College Governance Board members are expected to acquaint themselves with the contents of the Governing Document and the Scheme of Delegation and relevant policies and procedures.
- Uphold the values, objects and mission of Henshaws Charity, championing it, using any skills or knowledge they have to further that mission and be prepared to seek expert advice where appropriate.

- Demonstrate compliance with the Seven Principles of Public Life in the College Governance Board member role.
- Be an active College Governance Board member, making their skills, experience and knowledge available to Henshaws Charity. College Governance Board members are expected to do additional work outside College Governance Board meetings, including sitting on sub-committees.
- Respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- Develop and maintain a sound and up-to-date knowledge of the Charity's activities and the environment it operates in. This will include understanding how Henshaws operates, the social, political and economic environment and the nature and extent of its work.
- Use the resources of the Charity responsibly, and when claiming expenses do so in line with Henshaws procedures.
- Be accountable for actions as a College Governance Board member of Henshaws, and submit themselves to whatever scrutiny is appropriate.
- Accept responsibility to ensure that Henshaws is well run and raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

The Nolan Principles of Public Life

- **Selflessness** - Holders of public office should act solely in terms of the public interest.
- **Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty** - Holders of public office should be truthful.
- **Leadership** - Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

COMPETING INTERESTS

College Governance Board members must carry out their duties to the Charity so as:

- Not to gain materially or financially from their involvement with Henshaws unless specifically authorised to do so.
- To act in the best interests of Henshaws as a whole, and not as a representative of any group – considering what is best for Henshaws and its present and future beneficiaries and avoiding bringing the charity into disrepute.
- Not to put themselves in a position whereby a College Governance Board member's personal interests conflict with the duty to act in the interests of the organisation.
- Where a conflict of interest may arise, to enable this to be declared and managed in line with Henshaws policies.
- College Governance Board members must understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

MEETINGS

Collage Governance Board members are expected

- To attend all appropriate meetings and other appointments at Henshaws and give prior apologies for unavoidable absence. If a College Governance Board member cannot regularly attend meetings consideration should be given as to whether there are other ways the College Governance Board member can engage with and assist the Charity, failing which the College Governance Board member may be required to resign.
- To prepare fully for all meetings and other work for the organisation. This will include reading papers, and completing any preparation and other tasks.
- Actively and politely to engage in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict where possible.
- To participate in collective decision making, accepting a majority decision of the board and not acting individually unless specifically authorised to do so.

GOVERNANCE

Collage Governance Board members are also expected to:

- Actively contribute towards the governance of the College Governance Board, participating in induction and training and sharing ideas for improvement with the College Governance Board.
- Help identify good candidates for College Governance Board membership at Henshaws, any appointment to be in accordance with agreed selection criteria.
- Participate in an annual review of their performance as a College Governance Board member.

RELATIONS WITH OTHERS

College Governance Board members will:

- Endeavour to work considerately and respectfully with all those they come into contact with at Henshaws.
- Be careful to respect diversity, the different roles and boundaries of responsibility of the College Governance Board members and staff, and avoid giving offence.
- Accept that the roles of College Governance Board members, volunteers and staff of Henshaws are all different, and understand and respect the difference between these roles.
- Where they volunteer with the Charity, respect the separation of the role as a College Governance Board member and as a volunteer.
- Seek to support and encourage all those they come into contact with at Henshaws. In particular, College Governance Board members must recognise their responsibility to support the Chair and the senior staff members in doing their respective jobs and not seek to undermine their role or reputation as leaders in Henshaws.
- Keep the Chief Executive appropriately briefed on contacts made by the College Governance Board members with members of staff in Henshaws.
- Not make public comments about the Charity unless authorised to do so. Any public comments made about Henshaws must be considered carefully in the light of the aims and policies of the Charity, whether made as an individual or as a College Governance Board member.

LEAVING THE COLLEGE GOVERNANCE BOARD

- A breach of any part of this Code may result in procedures being put in motion that could result in a College Governance Board member being asked to resign from the College Governance Board.
- Should this happen the affected College Governance Board member will be given the opportunity to be heard. In the event that a College Governance Board member is asked to resign from the College Governance Board, that College Governance Board member will be expected to abide by the majority decision of the College Governance Board in this matter and resign at the earliest opportunity.
- If an individual wishes to cease being a College Governance Board member he or she must inform the Chair of the College Governance Board in advance and in writing, stating the reasons for leaving.

COLLEGE GOVERNANCE BOARD, MEMBERS CODE OF PRACTICE, HENSHAWS COLLEGE, HARROGATE

As Individual Members of the College Governance Board we agree to the following:

Roles & Responsibilities

- We understand the purpose of the College Governance Board and the role of the Executive Leaders.
- We accept that we have no legal authority to act individually, except when the College Governance Board has given us delegated authority to do so, and therefore we will only speak on behalf of the College Governance Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the College Governance Board or its delegated agents. This means that we will not speak against majority decisions outside the College Governance Board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open Governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools and Colleges.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our College. Our actions within the College and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the College Governance Board.
- We will actively support and challenge the Executive Leaders.
- We will accept and respect the difference in roles between the College Governance Board and staff, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the Executive Leaders and their responsibility for the day-to-day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the College rules and policies and the procedures of the College Governance Board as set out by the relevant governing documents and law.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

Commitment

- We acknowledge that accepting office as a College Governance Board member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the College Governance Board and accept our fair share of responsibilities, including service on Committees or working groups.

- We will make full efforts to attend all meetings and where we cannot attend, explain in advance why we are unable to.
- We will get to know the College well and respond to opportunities to involve ourselves in College activities.
- We will visit the College, with all visits arranged in advance with the relevant senior staff members and undertaken within the framework established by the College Governance Board.
- When visiting the College in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a College Governance Board member.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the College Governance Board, attendance records, relevant business and pecuniary interests, category of member and the body responsible for appointing us may be published on the College website.
- In the interests of transparency, we accept that information relating to College Governance Board members may be collected and logged on the DfE's national database.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Trustees, College Governance Board members, the Clerk to the College Governance Board and College staff both in and outside of meetings.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Trustees, College Governance Board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Executive Leaders, Trustees, Staff and Parents, the Charity, the Local Authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside and outside College.
- We will exercise the greatest prudence at all times when discussions regarding College / Charity business arises outside a College Governance Board meeting.
- We will not reveal the details of any College Governance Board vote.
- We will ensure all confidential papers are held and disposed of appropriately.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the College Governance Board business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests may be published on the College / Charity's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the College as a whole and not as a representative of any group, even if elected to the College Governance Board.

Ceasing to be a College Governance Board Member

- We understand that the requirements relating to confidentiality will continue to apply after a College Governance Board member leaves office.

Breach of this Code of Conduct

- If we believe this Code has been breached, we will raise this issue with the Chair and the Chair will investigate; the Trustee Board and College Governance Board will only use suspension / removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chair that we believe has breached this code, another Trustee or College Governance Board member, such as the Vice-Chair, will investigate.

At a meeting of the Governance Committee of the Henshaws Trustee Board, held on: 9th April 2019 the principles and procedures embodied within this Code of Practice were formally adopted.

Most recent update approved at the meeting of the Henshaws Trustee Board, held on:
26th September 2022