



# KOSHYS INSTITUTE OF MANGEMENT STUDIES

## CODE OF CONDUCT FOR THE GOVERNING BODY

### I. DUTIES

- a. Support the aims and objectives of the College, showing it the highest loyalty, and act in good faith in its interests. Each member should also act honestly and diligently in promoting the interests of the College and its students in the wider community.
- b. Observe the provisions of the College's Instrument & Articles of Government, with particular reference to the responsibilities which cannot be delegated, e.g. to decide strategic policy and overall direction and to monitor the performance of the Director/Principal and other senior post holders.
- c. Have regard to the responsibilities given to the Director/Principal in the Articles of - Government, e.g. to implement the decisions of the Governing Body and to manage the College's affairs within the budgets and framework fixed by the Governing Body. Members should work together so that the Governing Body and the Director/Principal perform their respective roles effectively.
- d. Work within the parameters set out in the Financial Memorandum - The Governing Body may be acting outside its powers with regard to any particular decision, he/she should immediately refer the matter to the Clerk, who may then take advice from an appropriate independent source, if necessary;

### II. COLLECTIVE RESPONSIBILITY

- a. Acknowledge that differences of opinion may arise in discussion of issues at meetings but, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Governing Body collectively and each individual Convener has a duty to stand by it, whether or not he/she was present at the meeting when the decision was taken;
- b. Note that if a Convener disagrees with a decision taken by the Governing Body, his/her first duty is to have any disagreement discussed and minute. Should the Convener strongly disagree, he/she should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets.
- c. Base his or her view on matters before the Governing Body on an honest assessment of the available facts, unbiased by partisan or representative views
- d. Acknowledge that, as an individual Convener, he or she has no legal authority outside the meetings of the Governing Body and its Committees;
- e. Understand that an individual Governing committee member does not have the right, other than through the Chair and Governing Body's agreement, to make statements or express opinions on behalf of the Conveners;

### III. SKILL, CARE & DILIGENCE

- a. A member of the Governing Body should, in all his/her work for the College, exercise such skill as he/she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when members act as agents of the College, e.g., when functions are delegated to a Committee of the Governing Body or the Chair. Members should be careful to act within the terms of reference of any Committees on which they serve.
- b. Use social networking sites responsibly both as an individual and Convener to ensure that neither personal/professional reputations nor the College's reputation is compromised by inappropriate postings.

### IV. CONFLICTS OF INTEREST

- a. Resist any temptation or outside pressure to use the position of Governing committee to benefit yourself or other individuals or agencies and immediately report to the Clerk any offers or receipt of gifts, hospitality or benefits of any kind from a third party, which might be seen to compromise your personal judgment or integrity;
- b. Note that an interest does not have to be financial for the purposes of disclosure. If it is likely, or would if publicly known, be perceived as being likely to interfere with the exercise of a Governing committee members independent judgment, then the interest, financial or otherwise, should immediately be reported to the Clerk and fully disclosed to the Governing Body before the matter giving rise to the interest is considered.

### V. CONFIDENTIALITY

- a. 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 should be available for public inspection when the Chair of Governing body has approved them for publication.
- b. Respect the confidentiality of those items of business which the Governing Body decides, from time to time, should remain confidential, in line with the Freedom of Information Act 2000. Such excluded items will be kept in a confidential folder by the Clerk and will be circulated in confidence to Governors. However, staff and student Governors may not have access to minutes dealing with matters in respect of which they are required to withdraw from meetings under clauses
- c. Note the importance of the Governing Body and its Committees having full and frank discussions in order to take decisions collectively. To do this, there must be trust between Conveners with a shared corporate responsibility for decisions. Conveners should keep confidential any matter which, by reason of its nature, the Chair or Conveners, or the Chair or Members of any Committee, of the Governing Body are satisfied should be dealt with on a confidential basis.

## VI. GOVERNANCE DEVELOPMENT

- a. Take or seek opportunities to enhance his or her effectiveness and to obtain a thorough grounding in their duties and responsibilities as a Convener through participation in training and development programmes and by increasing his or her own knowledge of the college;
- b. Carry out an annual review of the performance by the Governing Body of its duties and responsibilities, as part of a continuing process of self-evaluation and in order to promote more effective Governance.

## VII. ATTENDANCE AT MEETINGS

- a. Give priority, as far as practicable, to attendance at meetings of the Governing Body and its Committees in order to ensure that Conveners can perform their functions properly;
- b. Have regard to his or her broader responsibilities as a Governor of a public institution, including the need to promote public accountability for the actions and performance of the Governing Body;
- c. Ensure that a procedure is in place to allow staff/students, etc, to disclose, in confidence, any suspicions they may have that fraud or malpractice is taking place within the college or being perpetrated by a member of the management/governance team, without fear of intimidation arising from this.

This Code of Conduct is intended as a guide for Governing Body members, to indicate the standards of conduct which are expected of them, to enable them to understand their legal duties and to assist them both in carrying out their duties and in their relationship with the College and the Director/Principal. This Code is, therefore, aimed at promoting effective and well-informed college governance and is not intended to be a definitive or authoritative statement of the law.