

Introduction

This document sets out the Code of Conduct for Governors, which all Governors are asked to read and sign upon appointment.

This document should be read in conjunction with other internal governance documents, such as the Instrument & Articles of Government, Standing Orders, Terms of Reference and Governor Role Profiles.

This document is intended as an overview and sets the expectation of all Governors across NCG.

For further guidance, please contact the Chief Operations & Compliance Officer and Secretary to the Board.

NCG's Mission and Values

The reputation and success of NCG is built upon not just what we deliver, but how we deliver it. NCG values describe who we are, what we do and how we do it. We value and empower people by:

- Being both inclusive and diverse.
- Taking ownership whilst working collaboratively.
- Trusting and respecting our communities.
- Inspiring excellence and curiosity.

NCG's mission is to '*enable social mobility and economic prosperity through exceptional education*' and we exist to create life-changing opportunities for individuals that strengthen the prosperity of their local communities.

We are committed to creating inclusive communities of excellent learning and teaching which benefit from sharing best practice developed across the seven learning organisations which are NCG.

The NCG values, together with the mission statement, seek to encapsulate the core purposes and aims of the Group. Governors should have due regard to these purposes and aims when conducting their business.

Nolan Principles (also known as the Seven Principles of Public Life)

The NCG Governor Code of Conduct is based on the Seven Principles of Public Life, which outline the ethical standards those working in the public sector are expected to adhere to. They were first set out by Lord Nolan in 1995 in the first report of the Committee on Standards in Public Life and they are included in a range of Codes of Conduct across public life. The Principles are as follows:

1. **Selflessness** - Members of the Board should take decisions solely in terms of the interest of the College. They should not do so in order to gain financial or other material benefits for themselves, their family, friends, or their own organisation.
2. **Integrity** - Members of the Board should not place themselves under any financial or other obligation to any outside individual or organisations, or to their own organisation that might influence them in the performance of their duties.
3. **Objectivity** - In carrying out the business of corporate governance, all Board Members must practice impartiality and objectivity, so that all decisions are taken in the best interests of the College and on merit alone.
4. **Accountability** – Members of the Board are accountable for their decisions and actions under the Instrument and Articles of Government and must submit themselves to whatever scrutiny is deemed appropriate by the external agencies to which the College is accountable.
5. **Openness** – Members of the Board should be as open as possible about all decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider interest of the College clearly demands it.
6. **Honesty** - Members of the Board have a duty to declare any particular interests of their own relating to their responsibilities, and to take steps to resolve any conflicts arising in a way that protects the interests of the College.

7. **Leadership** – Members of the Board should promote and support these principles by leadership and example.

Responsibilities as a Board Member

The below statements are what are expected from Governors in relation to their position as a Board Member:

- To comply with the Board Member eligibility, prior to being appointed to a Board. You must inform the Chief Operations & Compliance Officer and Secretary to the Board of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment or should any such instances occur during your appointment.
 - You must also inform the Chief Operations & Compliance Officer and Secretary to the Board of any change in your circumstances which results in you becoming bankrupt, subject to a police investigation, convicted of a criminal offence or disqualified from being a company director.
- To comply with any administrative or training requirements relating to your role.
 - In cases of non-compliance, you may be temporarily suspended as a member of the Board.
- To play a full and active role in the work of the Board. You should fulfil your duties and responsibilities whilst acting in good faith (and in the best interests of NCG) at all times.
- To promote an inclusive and diverse culture and your actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- To deal with business fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.

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- Not to harass, bully or act inappropriately towards or discriminate towards others. Such behaviour is not consistent with what is expected of you as a board member and will not be tolerated.
- To respect the principle of collective decision-making and corporate responsibility. This means that, once the board has made a decision, you should support that decision.
- Not to misuse information gained in the course of your term for personal gain or for political purposes.
- Not to disclose any information which is confidential in nature. This duty continues to apply after you have left the board.

Responsibilities towards stakeholders and fellow colleagues (including Staff and Students)

In addition to the above, we also ask the following, specifically in relation to your responsibilities towards stakeholders and fellow colleagues:

- To treat everyone with courtesy and respect.
- Not to ask or encourage others to act in anyway which would conflict with their own Code of Conduct.

Conflicts of Interest

In relation to Conflicts of Interest, we specifically ask the following:

- Prior to appointment, we ask you to consider if any conflicts of interest arise from your private interests or by virtue of any other roles you hold. You should consider, with advice from the Chief Operations & Compliance Officer and Secretary to the Board how these should best be managed and agree these with the organisation.
- To comply with NCG's policies on handling conflicts of interests. As a minimum, these will require you to declare publicly, usually in the body's register of interests, any private financial or non-financial interests of your own, or of close family members, which may, or may be perceived to, conflict with your public duties.

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- To ensure that you provide NCG with accurate and up to date information in relation to any potential conflicts of interest. Where you have an update, which is outside of the annual process, please contact the Chief Operations & Compliance Officer and Secretary to the Board.
- Where a conflict of interests arises during a discussion, you may be required to remove yourself from the discussion or determination of matters in which you have an interest.

Gifts and Hospitality

In relation to Gifts and Hospitality, we ask you:

- Not to accept any gifts or hospitality which might or might reasonably appear to compromise your personal judgement or integrity or place you under an improper obligation.
- Never to canvass or seek gifts or hospitality.
- To comply with NCG Financial Regulations on the acceptance of gifts and hospitality. You should inform the Chief Operations & Compliance Officer and Secretary to the Board of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the body.
- You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring NCG into disrepute.

Raising Concerns

If you have a concern about a possible breach of this Code, a concern that you or any Board Members are being asked to act in contravention of their own code of conduct, or a concern about misconduct or wrongdoing in any other areas, then you have a responsibility to raise that internally with the Chief Operations & Compliance Officer and Secretary to the Board.

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I can confirm I have read, understood and accept the Governor Code of Conduct.

Adopted by:

Signed:

Date: