

## London & South East Education Group

### Group Governance Statement

The strategic and operational working relationships between London South East Colleges (LSEC) (“the College”) and London South East Academies Trust (LSEAT) (“the Trust”) has been established to optimise collaboration and integration between the organisations. LSEC is the Sponsor of the Trust and supports the Trust with business infrastructure and professional services across a number of business operations.

In May 2023 the College and Trust collaborated to create a Charity Education Foundation LASER Education Foundation (LASER) (“the Foundation”) and endorsed a Collaboration Agreement which provides the legal and operating principles under which the Foundation will work and collaborate with its founding members, London South East Colleges and London South East Academies Trust, the Foundation, College and Trust known collectively as the Group Organisations.

Since 2018, the College and Trust have operated within a group governance structure that is underpinned by their mutual charitable principles and co-incidence of interest, that benefits the strategic positioning of the Group Organisations as an anchor institutions and place makers within London and the South East.

The development and implementation of London and South East Region (LASER) Education Foundation Limited, as a Company Limited by Guarantee and soon to be registered charity, is as a charitable foundation created to support and exist alongside the College and Trust.

London South East Colleges (LSEC) (the College) is a multi-campus educational institution, formed from the merger in August 2016 of Bromley College of Further & Higher Education, Greenwich Community College and Bexley College. The college is dedicated to a core role in ensuring that learners in its sub-region of South East London and surrounding areas, have access to high quality, integrated education and training, at all levels and across the maximum range of subjects.

London South East Academies Trust (LSEAT) (the Trust) is a Multi Academy Trust, sponsored by LSEC. The Trust currently comprises 13 schools, mainstream, specialist and alternative provision. The Trust aims to provide outstanding education and training for young people, from primary to secondary age, across the region, bringing together specialist provision to provide a real alternative to mainstream education.

London and South East Region (LASER) Education Foundation Limited is as a charitable foundation created to support the College and Trust through funding raising, philanthropy, and research and development.

The College, the Trust and the Foundation, (“the Group Organisations”) are closely associated organisations, with complementary public benefit objects and a common mission, comprising a charitable corporate group. (“the Group”).

Each organisation (the College, the Trust and the Foundation) retains the legal status of independent charitable organisations, pursuing their charitable objects for the public benefit,

which is subject to distinct regulations, and which is governed by its own Board of Governors and or Trustees (“the Independent Boards”).

The Independent Boards have each determined that, for the benefit of the Learners and by extension for the public benefit and charitable objectives, it is desirable to maximise the strategic and operational integration of the Independent Boards and for this purpose to maximise the alignment of their respective decision making processes, in pursuit of the common charitable objects of the Group Organisations (subject to their non-delegable primary governance responsibilities and authority; their regulatory obligations; and potential conflict of interest/loyalty management).

The Group Scheme Delegation outlines delegable decisions in accordance with their respective Articles of Association. On this basis, the Independent Boards have determined and agreed to establish the Group joint co-ordinating, governance committee of the Independent Boards.

Governors and Trustees have been appointed to the Independent Legal Boards and to be members on the joint co-ordinating committees, ensuring that a balanced combination of Governors and Trustees are represented on the each of these, as defined by the relevant Articles of Association and the Group Organisation Scheme of Delegation.

Duties, roles and responsibilities of Governors and Trustees are defined in the Group Code of Conduct and aligned to the AOC Code of Good Governance for English Colleges (LSEC) and the DfE Governance and Academies Handbooks (LSEAT) and the Charity Governance Code (LASER).

A Group Collaboration Agreement has been approved and endorsed by each of the Group Organisations and provides the legal constitution of the group governance structure and Group Committees as presented in **Diagram A** below, which will be supported by the Group Scheme of Delegation and Group Committees’ Terms of Reference and Governance and Group Operational Policies, collectively outlined in the Standing Orders and reviewed annually.

This will ensure the continuity and efficiency of our current unique and effective group governance arrangements.

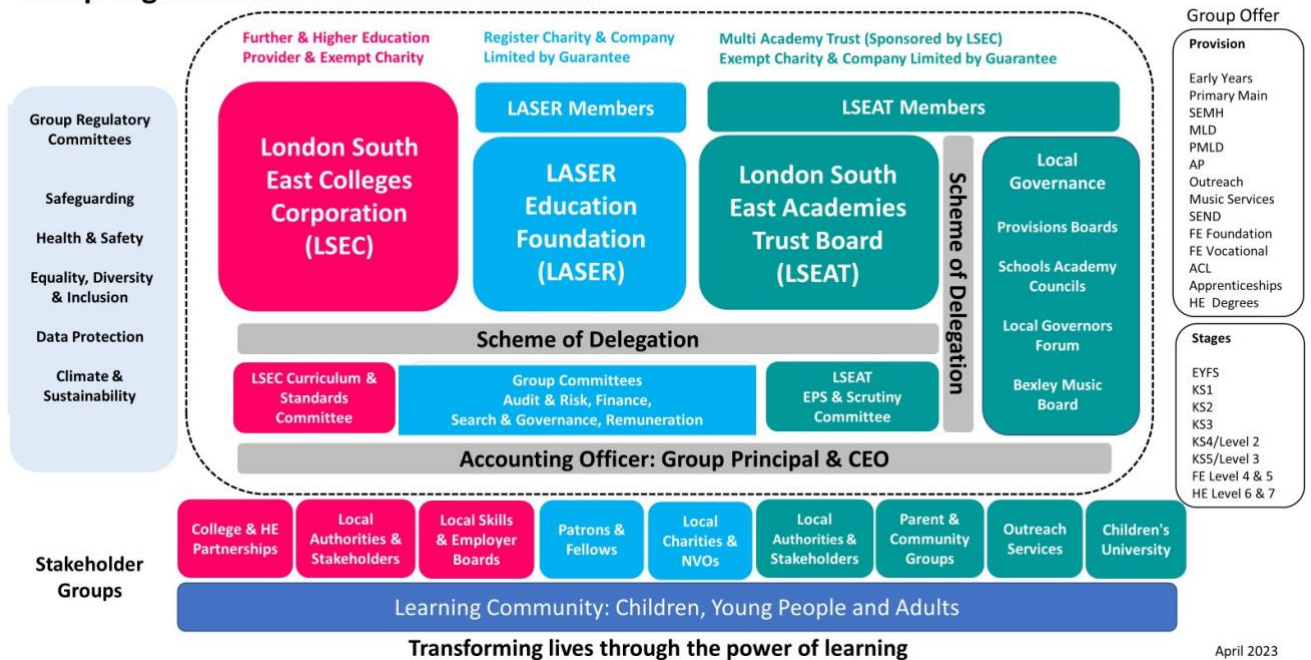
The Collaboration Agreement also underpins the Group Organisations business operations. This is an effective, proven and efficient operational model, which provides value for money and strategic operational oversight of the College and Trust. Led by a Group Executive and Senior Leadership Teams across the College and Trust, the shared professional services and support functions provide significant high quality operational support to the Group Organisations

The Scheme of Delegation, Standing Orders and operating procedures for the Group Organisations are reviewed on an annual basis.

**Diagram A**

**London & South East Education Group  
Group Organisations: Governance Structure**

Principal Regulators  
Secretary of State for Education (LSEC & LSEAT)  
Charities Commission (LASER)



April 2023

**Remit of the Governing Organisations**

Detailed below is an overview of the accountabilities of the Governing Organisations.

**Charitable Status**

The Group Organisations have charitable status and subject to the requirements of both companies and charity laws.

LSEC is a Corporation, incorporated under the Further & Higher Education Act 1992.

LSEAT is a Trust, established under the Academies Act 2010, as a limited company by guarantee. Both the College and Trusts are classified as exempt charities and are regulated by the Secretary of State for Education.

LASER is a company limited by guarantee and is currently applying for registered charity status, as such LASER will be regulated by the Charities Commission.

Governors and Trustees are subject to certain requirements under Charities which include applying the property and income of the organization only for the purposes of the charity. Both College Governors and Trustees of the Trust are required to strictly comply with the regulations and “musts” defined within their ESFA funding agreements and ensure the proper use of public money as defined with HM Treasury requirements of Managing Public Money (LSEC) and the DfE Academies Handbook (LSEAT)

## **Financial and Audit Requirements**

The principal funding body for the College and Trust is the Education and Skills Funding Agency (ESFA), and the financial memorandum and funding agreements set out the obligations of the Governors and Trustees of each organization. These include appointing an accounting officer (the Group Principal & CEO) who is answerable to Parliament for the use of public funds; appointing an Audit & Risk Committee; and having an effective Risk Management Policy.

The financial memoranda also require the Group Organisations to comply with either the Joint Audit Code of Practice for FE institution and the Academies Handbook for the MATs, which sets out the ESFA's requirements for the audit, accountability and assurance arrangements. Charities Commission require registered charities to comply with financial regulations determined under the Charities Act.

## **Code of Governance**

Governors and Trustees of the Group Organisations are required to publish a Statement of Corporate Governance and Internal Control as part of the annual report and accounts.

The Trust also publishes a Statement of Governance to include local governance arrangements.

## **Inspection and Regulation**

The College and Trust are subject to inspection by the Office for Standards in Education (Ofsted). Colleges such as LSEC that provide Higher Education are also inspected by the Quality Assurance Agency for Higher Education (QAA).

The funding bodies also undertake regular funding audits of colleges to satisfy themselves that funds have been properly applied.

## **Instrument and Articles of Association**

The Instrument and Articles of Association for each of the individual Group Organisations set out key information in relation to Governance. For example, the constitution of Governance, how long Governors can serve, how they are appointed and the operating procedures for meetings.

The Articles are key document that also including the roles and responsibilities of the Governing Body and its committees, the Group CEO and Executive Principal, Accounting Officer and the Clerk.

## **Appointment of Group Principal & CEO, Governance Professional and Senior Post Holders**

The Group Organisations are required to appoint a Chief Executive Officer, (who is also the Group Principal), and a Governance Professional (who is the Group Chief Governance Officer) and to make their respective responsibilities and those of the Governing Body clear.

The other designated Senior Post Holders (SPH) are also appointed by and are directly accountable to the Governing Organisations who have obligations to them as their employers. The designated SPHs are the Group Chief Financial Officer, Deputy CEO Academies and Deputy CEO & Executive Principal.

The Group Chief Governance Officer is accountable to the three Governing Bodies who decide the role and responsibilities of the Governance Professional

The Group Chief Governance Officer also acts as an adviser to each of the Independent Boards and Group Board on all governance related matters.

### **Risk Management & Board Assurance**

A requirement of the financial memorandum and funding agreements for the College and Trust, is to have effective risk management arrangements in place and to have a document available to Governors and Trustees that describes these and explains how key strategic risks are identified and managed.

The Risk Management Framework is regularly reviewed by the Group Audit & Risk Committee, Independent Boards and wider at Group and Management Meetings across the Group Organizations.

The Risk Management Framework is an integral and core component of the new Board Assurance Framework.

Introduced for 2020/21 the Board Assurance Framework operates as an all-encompassing assurance tool for the Independent Boards, bringing together all components of our strategic and business operations. The Assurance Framework will ensure that the Board receives levels of assurance and evidence of this assurance, which will ensure that for each of our Group Organisations, we can demonstrate how we are meeting our charitable objectives and our legal, regulatory, economic and moral obligations as educational organisations.

The components of the Board Assurance Framework include, the Risk Register, the Strategic Operating Plan, the Audit Plan, our Performance Targets and Governance Operating Procedures and Business.

### **Financial Regulations**

The Financial Regulations set out how the Group Organizations will comply with their legal obligations for financial management and ensure probity, propriety and value for money in the use of funds. These have been approved by each Independent Boards and provided to key staff and managers.

### **Other Legal Obligations**

The Governing Organisations are required to produce evidence of establishing, operating and reviewing its oversight and systems in relation to certain legislation which includes but is not limited to:

- Safeguarding
- Data Protection and Freedom of Information
- Health and Safety
- Equality, Diversity and Inclusion
- Sustainability and Climate Change

The Group's vision is to transform lives through the power of education. Underpinned by strong values, it strives to change people's lives creating social value and promoting social mobility in every community it serves. The Group is enterprising in its approach, agile and multifaceted, to enable and empower people of all ages from 5 to 95 to 'step up' to their next opportunity in life.

Led by Dr Sam Parrett, CBE, Group Principal & CEO, who a National Leader of Further Education, the London & South East Education Group, provides a strong and united brand that encapsulates all the work being undertaken in each part of the Group Organisations, providing a platform and scope for the growth and expansion of its operations and quality for the wider community.

### **Duties and Responsibilities**

Learners are at the heart of everything we do at London & South East Education Group (the Group Organisation). At our core we are an educational organisation focused on supporting learners from five years of age through to adulthood. We see these learners progress through our schools, colleges and higher education provision, moving into successful careers and destinations.

Over the last couple of years and particularly since the recent merges with the former Greenwich Community College and Bexley Colleges and further schools joining our Trust in April 2022 to make nine schools in total, our Education Group is becoming more connected with its local communities, and we have found ourselves playing a greater leadership role in their development and growth.

With more than 13000 students and 1200 staff working within the Group Organisation, we are currently at a point where we are considering what more we can do to have a greater impact and maximise our expertise and resources, to bring even greater benefit to our learners and the communities in which they live and work.

With the expert skills and experience Governors and Trustees bring, they can support us to realise our ambitions to be "More than a College", building sustainable communities that are economically and socially prosperous, contributing to our journey to becoming a Social Enterprise Group.

The Group Organisation Governance structure was introduced in early 2018, to reflect the new Group Organisation and predicated on one organisation consisting of two legal organisations London South East Colleges (LSEC) and London South East Academies Trust (LSEAT).

The development and creation of our new Charity Foundation in 2023 to support the College and Trust with access to additional opportunities through charity fundraising, philanthropy and research and development will further enhance our reputation and reach within our local communities and further networks and opportunities.

With one collective group of Governors and Trustees and one strategic leadership team.

## 1. Roles and Responsibilities

Within our Group Governance structure there are the following Governance roles:

LSEC Chair	LSEAT Chair
LSEC Vice Chair	LSEAT Vice Chair
LASER Chair	LSEAT Trustee
LASER Trustee	Trust Provision Board Chair (Trustee)
LASER Members	Local Community Governor
Group Committee Chair	Local Community Governor Parent
LSEC Governor	Local Community Governor Staff
LSEC Co-opted Governor	LSEAT Member
LSEC Staff Governor	Specialist Lead Trustee
LSEC Student Governor	Co-opted Trustee
Specialist Lead Governor	External Education Adviser
Group Principal & CEO	School Improvement Practitioner
Group Chief Governance Officer (Clerk)	External Auditor

All Governors and Trustees engaging in any of the roles listed above are expected to foster our Group Governance principles and adhere to the Group Code of Conduct.

### Principles of Governance

All Governors and Trustees of the Group Organisation are responsible for:

- Determination of educational character and ethos
- Approving the quality strategy of the Group Organisation
- Articulation of vision, values and strategic direction
- Oversight and monitoring of the Group Organisation's activities
- Effective and efficient use of resources
- Safeguarding asset
- Approving annual estimates of income and expenditure
- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of CEO, senior post holders and Governance Director
- Setting framework for pay and conditions of service of all other staff
- Setting framework for tuition and other fees
- Financial probity

The Scheme of Delegation outlines (where, the Articles of Association for the individual legal entities permit) those accountabilities and responsibilities that are delegated to the Group Board. Individually, the responsibilities of Governors and Trustees are to

- Be a Governor or Trustee of at least one Board or Committee and/or Lead on a specialist area, e.g. Health & Safety, Safeguarding, etc
- Participate actively and constructively in Board and Committees
- Attend meetings of the Board and Committees and other occasional events arranged by the Group Organisations.

- Take an active interest in Education policy and development.
- Abide by the Group Code of Conduct for Governors and Trustees as approved by the Group Organisations and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Group Organisation.
- Contribute to the strength of the Group Organisation by bringing an external perspective and experience to the Board's oversight of the Group Organisations but to stop short of giving professional advice.
- Act as a Group ambassador and to foster good relations between our Group Organisations and the communities we serve.
- Always to act in the best interests of the Group and not to speak or vote as if mandated by other persons or bodies.
- Participate in the annual review of the performance of the Group Organisations.
- Take part in any relevant training and development events or opportunities as arranged from time to time for the benefits of Governors and Trustees.
- Demonstrate a personal commitment to the seven principles of Public Life as set out in Lord Nolan's Report on Standards in Public Life provided below as at Appendix 1.
- Demonstrate a commitment and support for the principles of equality of opportunity for all.
- Give any additional assistance as may be reasonably requested by the Chair or Chairs of the Boards and Committees.

## **2. Code of Conduct**

The Governors and Trustees Code of Conduct is below at Appendix 1.

## **3. Skills and Experience**

All Governors and Trustees are required to complete a Skills Audit which determines the level of understanding and proficiency in certain core skills, experience and attributes. These are categorised within the following headlines and reviewed annually.

- Leadership & Management
- Legal, Finance & Audit
- Public Sector & Voluntary
- Education
- Quality
- IT & Estates
- People Management & Strategy

The review and regular assessment of this supports better consideration and appropriate placement of skills and experience across the range of Boards, Committees and Roles within the Group Organisations.

## **4. Governance and Management Policy Statement**

Governors and Trustees and the Group Executive Team lead by the Group Principal & CEO work together to achieve the best possible outcomes for the Group Organisations.



The policy statement below outlines the key differences in responsibilities.

GROUP ORGANISATION BOARDS & COMMITTEES	GROUP PRINCIPAL & CEO
<b>Governance in partnership with Management</b>	
<ul style="list-style-type: none"> <li>• Defines the vision and mission.</li> <li>• Strategic thinking and direction.</li> <li>• Determines appropriate policy framework.</li> <li>• Ensures financial solvency and probity.</li> <li>• Determines pay and remuneration framework.</li> <li>• Oversight of effectiveness of management.</li> <li>• Monitoring of the quality of performance locally and within the sector context.</li> <li>• Maintains the assets of the Group Organisation</li> <li>• The community's voice within the Group Organisation.</li> <li>• Fosters collaborative partnerships</li> <li>• Well informed and committed.</li> <li>• Review the Group Organisation effectiveness annually.</li> <li>• Continual improvements to effectiveness.</li> <li>• Appoints Group Principal &amp; CEO and senior post holders and appraises Group Principal &amp; CEO.</li> <li>• Works with and supports Group Principal &amp; CEO and Executive team.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposes vision, mission and strategy.</li> <li>• Strategic planning and implementation.</li> <li>• Implements Corporation decisions.</li> <li>• Organisation, direction and day-to-day management of college.</li> <li>• Is the accounting officer, responsible for financial well-being of the Group Organisation and accountable to Governors and Trustees.</li> <li>• Ensures the provision of a quality curriculum and customer service.</li> <li>• Represents the Group Organisation locally and nationally, builds positive working relations and collaborative partnerships</li> <li>• Leadership of the staff</li> <li>• Executive management and development of staff</li> <li>• Appraisal of Senior Postholders</li> <li>• Supports and informs Governors and Trustees providing sector policy changes and insights</li> </ul>



## **5. Governance Links and Visits**

Governors and Trustees are encouraged to participate in activities taking place outside of Board and Committee activity. These include Learning Walks, Visits, Student Events and Performances, Award Ceremonies both Staff and Students.

The purpose of Governors or Trustees visits are to

- Inform Governors and Trustees of the operations of the Group Organisation.
- Learn about the curriculum and provision on offer.
- Learn and see first-hand the experience of students.
- Fulfil their strategic responsibilities with regard to quality issues.
- Raise the profile of Governors and Trustees with staff and students.

Governors and Trustees are expected to make at least two annual visits to college, school or provision they are connected or assigned.

## **6. Board Evaluation and Performance Reviews**

Self-Assessment and Board Evaluation including the assessment of Board and committee impact and effectiveness, is conducted annually, reflecting performance of the Board against the conduct of business and improvement action plan.

Post-evaluation of Board and Committee meetings is also conducted to inform improved presentation of papers and decision making and conduct of meetings.

Appendix 1

**GOVERNORS & TRUSTEES CODE OF CONDUCT**

**1. INTRODUCTION**

- 1.1 This Code applies to every Governor and Trustee who is appointed within the Group Organisations, defined within the Collaboration Agreement, and established to optimise collaboration and integration between the further and higher education activities of the London South East Colleges (LSEC), the school education activities of London South East Academies Trust (LSEAT) and the funding raising, and philanthropy provided by LASER Education Foundation (LASER)

It indicates the standards of conduct which are expected of them and is intended to enable them to understand their legal duties and to assist them in carrying out their duties and in their relationship with the Group Organisations, the Group Principal & CEO and Group Executive.

This Code is therefore aimed at promoting effective and well-informed governance and is not intended to be a definitive or authoritative statement of the law. The “Seven Principles of Public Life” identified by the Nolan Committee on Standards in Public Life form part of the Code and are set out in Annex 1 hereto. The main responsibilities of Governors and Trustees are set out in Annex 2 hereto.

- 1.2 In addition to this Code, Governors and Trustees are recommended to familiarise themselves with the following which will be supplied to them on appointment:
- a) Memorandum and Articles of Association for LSEC, LSEAT and LASER as appropriate
  - b) Governance arrangements and associated regulatory handbooks.
  - c) Governance Codes applicable to each institution;
    - Association of Colleges (AOC) Code of Good Governance 2023 (LSEC)
    - Confederation of Schools Trust (CST) Governance Code (LSEAT)
    - Charities Governance Code (LASER)
- 1.3 Annexes 1 and 2 are attached to this Code for easy reference. They should not be read as an exhaustive statement of duties, powers or provisions, and should refer to the source documents listed above. If a Governor or Trustee is in doubt about the provisions of any of these documents, the Group Chief Governance Officer (Governance Director to the Boards) should be consulted and, if necessary, legal advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governor and Trustee of a corporate body and for any act or omission in that capacity rests with the individual Governor and Trustee.
- 1.4 Acceptance of appointment as a Governor and Trustee of the Group Organisation will be construed as acceptance of this Code.

## **2 INTERPRETATIONS**

In this Code, “the Group Organisation” means the legal entities, LSEC, LSEAT and LASER. “Governor and Trustee”, “Chairman”, “Principal” and “Clerk” mean respectively a Governor and Trustee of one of the Group Organisations.

All other definitions have the same meanings as given in the Instrument and Articles of Governance of LSEC and LSEAT and words importing one gender will import any gender.

## **3 DUTIES**

3.1 Governors and Trustees owe a fiduciary duty to the Group Organisation. This means that they should show it the highest loyalty and act in good faith in its interests. Each Governor and Trustee should act honestly, diligently and, subject to the provisions appearing in paragraph 6 of this Code relating to collective responsibility, independently.

3.2 Whatever decisions Governors and Trustees take at meetings of the Group Organisation and its committees must be for the benefit of the LSEC, LSEAT and LASER, as a whole and not for any improper purpose, or for personal motive. The “benefit of LSEC, LSEAT and LASER” can be taken to mean, first and foremost, the interests of its learners and other users of the LSEC or LSEAT services, and the safeguarding of public funds.

Governors and Trustees should have regard to those interests and must not allow any sectional interest to take precedence. In particular, Governors and Trustees are not appointed as “representatives” or “delegates” of any outside body and may not lawfully be bound by mandates given by others.

3.3 Governors and Trustees must observe the provisions of the LSEC, LSEAT and LASER Instrument and Articles of Government and in particular the responsibilities given to the Group Organisation through the scheme of delegation. Those responsibilities, including a list of “reserved” responsibilities which are so important that they must not be delegated, are set out in Annex 2.

3.4 Governors and Trustees should also have regard to the different, but complementary, responsibilities of the Group Principal & CEO, as the accounting officer for LSEC, LSEAT and LASER. Whereas it is the Group’s function to decide strategic policy and overall direction and to monitor the performance of the Group Principal & CEO and any other senior post holders, it is the Group Principal & CEO’s role to implement the Corporation’s decisions and to manage the LSEC or LSEAT affairs within the budgets and framework fixed by the Group Organisation. Governors and Trustees should work together so that the Group Organisation and the Group Principal & CEO perform their respective roles effectively.

3.5 Governors and Trustees are collectively responsible for observing the duties set out in the Financial Memorandum which the LSEC and LSEAT have entered into with the Education Skills Funding Agency (ESFA) as a condition of receiving public funding.

Copies of funding agreements are published on the Trust and College Websites and intranet and can also be made available to Governors and Trustees on request.

- 3.6 Although the ESFA is the main provider of funds to LSEC and LSEAT, Governors and Trustees should note that they are also responsible for the proper use of income derived from other sources such as the Office for Students (OfS), Greater London Authority (GLA) and Local Authorities. For LASER this may also be third sector charities, philanthropic individuals and other community organisations and charities who provide grants to support the students and communities of the College and Trust.

#### **4 SKILL, CARE AND DILIGENCE**

A Governor and Trustee should in all their work for the Group Organisations, exercise such skill as they possess, and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors and Trustees act as agents of the Group Organisations, for example, when functions are delegated to a committee of the Group Organisations or to the Chair.

Governors and Trustees should be careful to act within the terms of reference of any committees on which they serve. They should also take care in studying agendas and other papers provided for them in advance of meetings and committees and ensure that they are fully briefed before making decisions.

#### **5 CONFLICTS OF INTEREST**

- 5.1 Like other persons who owe a fiduciary duty, Governors and Trustees 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 Group Organisation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

- 5.2 However, an interest does not have to be financial for the purposes of disclosure and examples of non-financial interests are given on the reverse of the Register of Interests form. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor and Trustee's independent judgement, then the interest, financial or otherwise, should: -

(a) be reported to the Group Chief Governance Officer (Governance Director to the Boards), and

(b) be fully disclosed before the matter, giving rise to the interest, is considered

Governors and Trustees should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

- 5.3 Governors and Trustees must not receive gifts, hospitality or benefit of any kind from a third party which might 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 Group Chief Governance Officer (Clerk to the Boards).

- 5.4 The Group Chief Governance Officer (Clerk to the Boards) will maintain a Register of Governors and Trustees' interests which will be open for public inspection.

Governors and Trustees must disclose routinely and on request, business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Governance Director will enter such interests on the Register.

Governors and Trustees should inform Group Chief Governance Officer (Clerk to the Boards) whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors and Trustees should have regard to the meaning given to "interest" in paragraph 5.2 of this Code.

## **6 COLLECTIVE RESPONSIBILITY**

- 6.1 The Group Organisations operate by Governors and Trustees taking majority decisions at quorate meetings. Therefore, a decision, even when it is not unanimous, is a decision taken by the Governors and Trustees collectively and each individual Governor and Trustee has a duty to stand by it, whether or not he was present at the meeting when the decision was taken.

- 6.2 If a Governor and Trustee disagrees with a decision taken, their first duty is to have any disagreement discussed and minuted. If the Governor and Trustee strongly disagrees, he should consult the Chair.

Alternatively, the Governor and Trustee may decide to offer his resignation from office, after consulting the Chair.

## **7 CONFIDENTIALITY**

- 7.1 Because of the Group Organisation's public accountability, Governors and Trustees should ensure that, as a general principle, learners and staff of the College have free access to information. Accordingly, all non-confidential minutes relating to meetings of the Group Organisations are made available to the public through publication on the LSEC, LSEAT and LASER website when they have been approved as an accurate record of the meeting.

- 7.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the considering sensitive issues or named individuals and for other good reasons. Such excluded items will be kept confidentially by the Group Chief Governance Officer (Clerk to the Boards) and will be circulated in confidence to Governors and Trustees.

- 7.3 It is important that the Group Organisations and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors and Trustees, with a shared corporate responsibility for decisions. Governors and Trustees should keep confidential any matter which, by reason of its nature, the Chair or the Governors and Trustees or the Chair or Governors and Trustees of any committee of the Group Organisations are satisfied should be dealt with on a confidential basis.

- 7.4 Governors and Trustees should not make statements to the press or media or at any public meeting relating to the proceedings of the Group Organisations or its committees without first having obtained the approval of the Chair or, in their absence, the Group Principal & CEO.

In the first instance, Governor and Trustees should send details of any media statements to the Group Chief Governance Officer (Governance Director to the Boards) who will organise approval from the Chair and Group Principal & CEO.

It is unethical for Governors and Trustees publicly to criticise, canvas or reveal the views of other Governors and Trustees which have been expressed at any meetings of the Group Organisations or their committees.

## **8 ATTENDANCE AT MEETINGS**

A high level of attendance at meetings of the Group Organisations is expected so that Governors and Trustees can perform their functions properly. Attendance can be on site or via remote meeting applications e.g. Zoom or Teams.

However, Governors and Trustees are expected to aim to participate in at least 50% of the Board and Committee Meetings scheduled in person on site.

## **9 GOVERNANCE DEVELOPMENT**

- 9.1 Governors and Trustees are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the LSEC or LSEAT Governance induction and training programmes, including regular refresher workshops.

- 9.2 In order to promote more effective governance, Governors and Trustees will carry out an annual review of the performance by each of the Group Organisations and its duties and responsibilities, as part of a continuing process of self- evaluation.

## **10. EQUALITY OF OPPORTUNITY**

- 10.1 The Group Organisations are totally committed to the principles of equality of opportunity in everything that we do.

All Governors and Trustees are required to abide at all times to the principles of equality of opportunity.

## Code of Conduct: Annex 1

### THE NOLAN COMMITTEE THE SEVEN PRINCIPLES OF PUBLIC LIFE

#### **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.



## Code of Conduct: Annex 2

### SUMMARY OF RESPONSIBILITIES OF THE GROUP ORGANISATIONS GOVERNORS AND TRUSTEES

#### *Responsibilities*

As defined within the Articles of Association for LSEC, LSEAT and LASER

- a) The determination and periodic review of the educational character and mission of the LSEC, LSEAT and LASER and for the oversight of its activities.
- b) Approving the Quality Strategy of the institution.
- c) The effective and efficient use of resources, the solvency of the LSEC, LSEAT and LASER “the Group Organisations” and for safeguarding their assets.
- d) Approving annual estimates of income and expenditure.
- e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts.
- f) Setting a framework for the pay and conditions of service of all other staff.

“Senior post” means the post of Group Principal & CEO and such other posts as the Group Organisations determine for the purposes of their Articles.

The scheme of delegation outlines those duties that have been delegated to the Group Committees and Committees constituted by any of the individual organisations that comprise the Group Organisations.