



# Colegau Cymru / Colleges Wales Limited

## Corporate Governance Code of Conduct

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# Colegau Cymru / Colleges Wales Limited

## CORPORATE GOVERNANCE CODE OF CONDUCT

### 1. Definitions

In this Code:

“ColegauCymru” means	Colegau Cymru / Colleges Wales Limited
“Trustee” means	Board Member; Director of Colegau Cymru / Colleges Wales Limited

### 2. Introduction

This Code is intended as a guide for Trustees 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 chair and the chief executive of ColegauCymru. 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.

These codes are based on the *Nolan Committees’ Seven Principles of Public Life*. Trustees of Colegau Cymru / Colleges Wales Limited should:

**Selflessness:** act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

**Integrity:** not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity:** make choices based on merit when carry out business such as making appointments, awarding contracts, or recommending individuals for rewards and benefits.

**Accountability:** decisions and actions must submit themselves to whatever scrutiny is appropriate to their office.

**Openness:** be as open as possible about all the decisions and actions taken. Give reasons for decisions and restrict information only when the wider public interest clearly demands.

**Honesty:** 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:** promote and support these principles by leadership and example.

### 3. Legal Requirements

Trustees of ColegauCymru should:

- Make sure they act within the powers and objects (remit) set out in ColegauCymru's constitution.
- Act in the best interests of ColegauCymru at all times.
- Not benefit personally – unless allowed specifically in the constitution or by law.
- Act prudently and reasonably.
- Avoid or manage any conflicts of interest.

### 4. Practical

Trustees agree they will:

- Strive to attend all meetings, sending apologies to the chair and company secretary for necessary absences.
- Prepare for the meeting by reading the agenda, papers and emails before the meeting.
- Talk to the chair before the meeting if you need to clarify anything.
- Arrive on time. Stay to the end.
- Participate fully in the meeting:
  - Listen to what others have to say and keep an open mind.
  - Contribute positively to the discussions.
  - Try to be concise and avoid soliloquies/speeches
- Help others concentrate on the meeting. Discourage side conversations.
- Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.
- Acknowledge that differences of opinion may arise in discussion of issues, but when a majority decision of the Board prevails it should be supported.
- Respect the confidentiality of those items of business, which the Board decides from time to time, should remain confidential.
- Understand that an individual Board member does not have the right, other than through the chair with Board agreement, to make public statements or express public opinions on behalf of the Board.
- Avoid bringing ColegauCymru and its members into disrepute.
- Support the aims and objectives of ColegauCymru.

In carrying out its responsibilities, the Board will:

- Maintain the financial security of ColegauCymru by receiving and acting on regular up-to-date and accurate financial and other information.
- Set out the mission and strategy for ColegauCymru.
- Focus on policy rather than on day-to-day management.
- Set goals and devise means of assessing progress in respect of these.
- Review its performance on an annual basis.
- Expect the chief executive to implement decisions taken by the Board.
- Be involved in certain appointments as determined by the Board.

In respect of its mode of operation, the Board will:

- receive the agenda and supporting papers five working days before the date of the Board meeting
- meet at least four times a year
- receive papers normally no longer than three sides of A4, with supporting documentation if necessary
- expect Board papers to indicate whether they are for information, for comment or for decision
- expect Board meetings to be no longer than three hours, unless planned otherwise

## **5. The chief executive**

The chief executive is appointed by the Board and is an employee of ColegauCymru. He is accountable through the Board to the Colleges in Wales in membership of ColegauCymru.

He is responsible for the day-to-day management of the budget and resources within the estimates approved by the Board and managing staff employed by ColegauCymru.

He makes proposals on the strategic direction and mission of ColegauCymru to the Board.

The chief executive is personally accountable to the Board for the proper discharge of his responsibilities as chief executive and for implementing decisions of the Board.

He is the accounting officer and the professional adviser to the Board. He fulfils the job description setting out the responsibilities of the post.

### **The ColegauCymru / CollegesWales Board expects the chief executive to:**

- Implement decisions taken by the Board.
- Manage the affairs of ColegauCymru with due regard to its financial health in accordance with decisions taken by the Board.
- Be responsible for the day-to-day management of ColegauCymru.
- Attend meetings of the Board.
- Respect the confidentiality of those items of business, which the Board decides from time to time, should remain confidential.
- Keep the Board informed of all relevant and significant issues facing ColegauCymru at the appropriate time and with relevant advice.
- Ensure appropriate documentation is circulated to the Board in sufficient time for it to be studied by members.
- Ensure that all matters raised at the Board are covered by a paper, except in rare circumstances.
- Work co-operatively with the Board in the best interests of ColegauCymru.
- Support the aims and objectives of ColegauCymru and promote its interests wherever possible in Wales and where appropriate, outside Wales.
- Not act in a way that will bring ColegauCymru into disrepute.
- Take responsibility for actions taken under his direction by staff.
- Consult, if appropriate, with the chair before making public statements.

Signed : .....

Name : .....

Date : .....