

**CODE OF CONDUCT**

**FOR CORPORATION MEMBERS**  
**(including external members of Corporation Committees)**

**AND**

**HOLDERS OF SENIOR POSTS**  
**(and other staff with significant financial responsibilities)**

Note: This code was based on the Model Code of Conduct developed by the Colleges' Employers' Forum (June 1995).

It has been further amended to take account of the recommendation of the Committee on Standards in Public Life (September 1995) and various changes to the Financial Memorandum, relevant Acts of Parliament and Instrument and Articles of Government.

<b>CODE OF CONDUCT</b>			
<b>Last EqIA date</b>		<b>Status</b>	Live
<b>Next review date</b>	31 October 2015	<b>Post-holder responsible:</b>	Clerk to the Corporation
<b>Last review date</b>	10 January 2013	<b>Approval required from:</b>	Search & Governance Committee
<b>Last Approved date</b>	06 March 2013	<b>Approval required from:</b>	Corporation

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# **EASTON and OTLEY COLLEGE**

## **CODE OF CONDUCT**

### **1. INTRODUCTION**

1.1 This Code satisfies one of the requirements of the English Colleges Foundation Code of Governance which the College has adopted. It is intended as a guide to indicate the standards of conduct and accountability which are expected of Corporation Members and Senior Managers, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

1.2 In addition to this Code, each individual is recommended to familiarise themselves with the following:

1.2.1 the College's Instrument of Government;

1.2.2 the College's Articles of Government;

1.2.3 the Financial Memorandum entered into by the College with the funding agencies;

1.2.4 the College's Mission Statement and corporate objectives;

1.2.5 the College's Strategic Plan;

If a Member is in doubt about the provisions of any of these documents, the Clerk should be consulted and, if necessary, legal advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Member of a corporate body and for any act or omission in that capacity rests with the individual Member.

This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Members may be appointed.

1.3 By accepting appointment to the Corporation, each Governor agrees to accept the provisions of this Code.

### **2. INTERPRETATION**

In this Code:-

2.1 'College' means Easton and Otley College;

2.2 'College Mission Statement' means the statement referred to at paragraph 3.1 of this Code or such other mission statement as may be agreed by the Corporation from time to time;

2.3 'Corporation' means the further education corporation which was established for the purpose of conducting the College; members of which form the governing body of the College.

- 2.4 'Governor' means a person appointed as a member of the Corporation
- 2.5 'Member' means Member of the Corporation, or an Observer or an External member on a Corporation committee; or a Senior Post Holder; or another member of the staff of Easton and Otley College having significant financial responsibilities
- 2.6 'Chair', 'Principal' and 'Clerk' mean respectively the College, the Chair of the Corporation, the Principal of the College and the Clerk of the Corporation;
- 2.7 All other definitions have the same meanings as given in the College's Instrument and Articles of Government.

### **3. AIMS AND VALUES**

- 3.1 The College Mission Statement and corporate objectives are contained within the College Development Plan.
- 3.2 The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time, seeks to encapsulate the core purposes and aims of the College. Members should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 3.3 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to complying fully with the Equality Act 2010 and to promoting the values of equality and diversity within the College. The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards - including those required by the Bribery Act 2010 - as set out in more detail in this Code.

### **4. DUTIES**

- 4.1 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Member should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 4.2 Decisions taken by Members at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 4.3 Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by Article 3(1) of the College's Articles of Government. Those responsibilities (including the list of "reserved" responsibilities set out as Article 9 and 10 which are so important that they must not be delegated) are given as Appendix 1 to this Code.
- 4.4 Members should comply with standing orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep those standing orders under periodic review.

4.5 Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in *Appendix 2*. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior postholders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Chief Executive perform their respective roles effectively.

## **5. STATUTORY ACCOUNTABILITY**

5.1 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the relevant funding agencies as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum operated by the Skills Funding Agency (SFA) is set out in *Appendix 3*

5.2 Although the SFA and the Education Funding Agency (EFA) are the main provider of funds to the College, Members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.

5.3 As accounting officer for the College the Principal is directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

## **6. PUBLIC SERVICE VALUES**

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out throughout this code and in *Appendix 1*, and the recognition that students and other users of the College's services come first, are a requirement of being a Member and should underpin all decisions taken by the Corporation.

## **7. PROBITY, SKILL, CARE AND DILIGENCE**

7.1 Members are expected to have due regard for the College Code of Ethics, and in particular the observance of the seven Principles of Public Life. (Given as *Appendix 5* to this Code).

7.2 A Member should in all his or her work for the College exercise such skill as he or 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, for example, when functions are delegated to a committee of the Corporation or to the Chair. Members should be careful to act within the terms of reference of any committees on which they serve.

## 8. POWERS

Members are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992 as amended by subsequent legislation including the Education Act 2011. A summary of those powers is set out in *Appendix 4*. If a Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

## 9. CONFLICTS OF INTEREST

9.1 Like other persons who owe a fiduciary duty, Members 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 Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 Members are reminded that under the College's Instrument of Government they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work or goods to or for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a description specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

9.3 If an interest of any kind (including an interest of a spouse or partner of a Member or of a close relative of the Member or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgement, then the interest, financial or otherwise, should:

9.3.1 be reported to the Clerk; and

9.3.2 be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Members 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.

9.4 For the purposes of clause 9.4 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

9.5 Members must not receive gifts, hospitality or benefits 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 Clerk, who will advise on propriety and record any significant gifts hospitality or benefits as an appendix to the Register of Members Interests.

9.6 The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given to "interest" in paragraphs 9.4 and 9.5 of this Code.

## **10. COLLECTIVE RESPONSIBILITY**

- 10.1 The Corporation operates by Governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Corporation when the decision was taken.
- 10.2 If a Governor disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or any five Governors under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Governor's views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

## **11. OPENNESS AND CONFIDENTIALITY**

- 11.1 Because of the Corporation's public accountability [and the importance of conducting its business openly and transparently], Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Governors. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or a collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be reviewed from time to time to consider whether the confidential status should be removed and the item made available for public inspection. Details of the College policy on access to meeting minutes and papers are given in the Standing Orders.
- 11.3 However, staff and student Governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.4 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or Governors of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

- 11.5 Members (except for the Principal) should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Members publicly to criticise, canvass or reveal the views of other members which have been expressed at meetings of the Corporation or its committees.

## **12. COMPLAINTS**

- 12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Members are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.
- 12.2 A complaint against the Corporation or an individual member of the Corporation shall be dealt with through the College Complaints against the Corporation procedure. Such complaints should be addressed to the Clerk to the Corporation who will deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation. A copy of the Complaints against the Corporation procedure is given as Appendix 6 to this Code.

## **13. ATTENDANCE AT MEETINGS**

A high level of attendance at meetings of the Corporation is expected so that Governors can perform their functions properly.

## **14. GOVERNANCE DEVELOPMENT**

- 14.1 Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.2 In order to promote more effective governance, Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self evaluation.
- 14.3 The Corporation shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search and Governance Committee, and are drawn widely from the community which the College serves, having regard to provisions relating to the Governorship of the Corporation in the College's Instrument of Government and the need for continuity, balance and a range of appropriate skills and interests.

## APPENDIX 1

### SUMMARY OF RESPONSIBILITIES OF CORPORATION MEMBERS

#### ***Responsibilities***

Under Article 3(1) of the College's Articles of Government the Corporation shall be responsible:

- (a) for the determination and periodic review of the educational character and mission of the institution and for the oversight of its activities;
- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (c) approving the quality strategy of the institution;
- (d) for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- (e) for approving annual estimates of income and expenditure;
- (f) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) for setting a framework for the pay and conditions of service of all other staff.

"Senior Post" means the post of Chief Executive and such other senior posts as the Corporation may decide for the purposes of the Articles.

#### ***Responsibilities which must not be delegated***

Article 9 of the Articles of Government prohibits the Corporation from delegating the following: -

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (d) the appointment or dismissal of the Principal or holder of a senior post;
- (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment or, subject to article 17, dismissal in the capacity of a member of staff); and
- (f) the modifying or revoking of the Articles of Government.

Article 10 of the Articles of Government prohibits the Corporation from delegating the following:

- (a) the consideration of the case for dismissal, and
- (b) the power to determine an appeal in connection with the dismissal of:

the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

## **APPENDIX 2**

### **Summary of main responsibilities of the Principal**

Under the Articles of Government the Principal is responsible, subject to the responsibilities of the Corporation, for the following:-

- (a) making proposals to the Corporation about the educational character and mission of the College and for implementing the decisions of the Corporation;
- (b) the determination of the College's academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the College and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than the holders of senior posts or the Clerk, where the Clerk is also a member of staff;
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

## **APPENDIX 3**

### **Summary of Main Provisions of the Financial Memorandum of the Skills Funding Agency**

The Department for Business Innovation and Skills (BIS) requires the SFA to enter into an agreement set out in a financial memorandum with the College for the purpose of regulating its relationship in financial and related matters and setting out the terms and conditions on which public funds will be paid by the SFA to the College.

The Memorandum is divided into two parts. **Part 1** contains those arrangements and conditions, which might be expected to apply generally to the further education sector for a number of years. A summary of the main provisions of Part 1 appears below. **Part 2** consists of any specific conditions which might apply to the College.

The main points to note in relation to Part 1 are as follows:-

#### ***Extracts re ‘Responsibilities of the Governing Body’ [paras 5-8]***

5. The Chief Executive [of the Skills Funding Agency] recognises that the Corporation is an independent body and that the Governing Body is responsible for the management of the College and for ensuring the financial viability of the Corporation.
6. The Governing Body is responsible for, and shall inform the Chief Executive of, any transactions that could jeopardise financial viability. The Governing Body shall demonstrate that all transactions achieve value for money for Funds.
7. The Governing Body is responsible for the use of Funds. To assist it to discharge this responsibility and to provide clear accountability, the Governing Body shall appoint an accounting officer with an appropriate separation of duties between executive and nonexecutive roles and responsibilities.
8. The Governing Body shall ensure that there is an accounting officer in place at all times. The Governing Body shall inform the Chief Executive in writing of the name and position of the accounting officer, and if the accounting officer is absent from the College for an extended period, the name of the person who will discharge the accounting officer's responsibilities during the absence

#### ***In addition Financial Reporting***

The Corporation must notify the Chief Executive immediately in writing if at any time there is a risk to its solvency and viability. In order to continue to receive funding, the Chief Executive may require the Corporation to provide information to demonstrate to his satisfaction the Corporation's ability to continue to meet the needs of learners and discharge its responsibilities in relation to its solvency and safeguarding of assets.

#### ***Audit***

The Corporation shall appoint an audit committee and arrange to provide for internal and financial statements audit, including regularity audit, in accordance with the *Joint Audit Code of Practice* and any best practice guidance drawn up and published by the Agency in consultation with colleges. Any mandatory requirements under the *Joint Audit Code of Practice* shall be a condition of funding under the Financial Memorandum.

The Corporation shall investigate and report to the Chief Executive all significant cases of internal and external fraud or suspected fraud or irregularity (as defined in the *Joint Audit Code of Practice*). The Chief Executive reserves the right to review the Corporation's fraud investigation files.

***Provision of Information***

The Corporation shall inform the Chief Executive in writing of the vacating or filling of the positions of Chair of the Governing Body, Principal and Clerk.

## **APPENDIX 4**

### **Summary of the Statutory Powers of the Corporation**

#### ***Principal Powers***

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:-

- (a) provide further and higher education;
- (b) provide secondary education to persons who would, if they were pupils at the school, be pupils in the fourth key stage, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
- (c) supply goods or services in connection with their provision of education.

These powers are known as the Corporation's "principal powers".

#### ***Supplementary Powers***

Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:-

- (a) the power to acquire and dispose of land and other property;
- (b) the power to enter into contracts, including in particular:
  - (i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
  - (ii) contracts with respect to the carrying on by the Corporation of any such activities;
- (bb) subscribe for or otherwise acquire shares in or securities of a company. [The Education Act 2011 removed a requirement to seek certain permissions to be obtained before exercising this power for the purpose of conducting an educational institution].
- (c) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when Colleges achieved corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation. [The Education Act 2011 removed a requirement to seek certain permissions before exercising this power].
- (d) power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- (e) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and

- (f) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as “supplementary powers”.

### ***Charitable Status***

The Education Act 2011 empowers a Corporation to make changes to its own Instrument and Articles of Government within a framework of stated minimum requirements. These include the requirement that “An instrument must prohibit the body from making changes to the instrument of government or articles of government that would result in the body ceasing to be a charity.”

## **APPENDIX 5**

### **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

**(Published at page 14 of the First Report of the Committee on Standards in Public Life - The "Nolan" Committee)**

#### **Selflessness**

Holders of public office should take decisions solely in terms of 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.

## APPENDIX 6

### COMPLAINTS AGAINST THE CORPORATION

1. A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation.
2. Complaints against the Corporation or a member of the Corporation should preferably be made in writing and addressed to the following:

The Clerk to the Corporation  
Easton and Otley College  
Charity Lane  
Otley  
Ipswich  
Suffolk  
IP6 9EY

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
4. The Clerk to the Corporation will:
  - acknowledge receipt of the complaint without delay;
  - investigate the complaint; and
  - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement.
5. The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Business Innovation and Skills, Education Funding Agency and the Skills Funding Agency).
6. The Clerk to the Corporation will keep the Chair informed of the situation, and will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint so that members are aware of the situation.
7. When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Clerk to the Corporation shall to be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair of the Corporation to be addressed to

The Chair of Corporation  
Easton and Otley College  
Charity Lane  
Otley  
Ipswich  
Suffolk  
IP6 9EY

9. The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Corporation and individual members of the Corporation.