

Northern School of Contemporary Dance

Board of Governors

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS

1. Introduction

- 1.1. This Code sets out the standards of conduct which are expected of members of the Board of Governors and its committees. Appointment as a member implies agreement with the terms of this code.
- 1.2. The code is aimed at promoting effective and well-informed governance and is not intended to be a definitive or authoritative statement of the law.
- 1.3. In addition to this code members are recommended to familiarise themselves with the following documentation which will be supplied to them on appointment:
 - 1.3.1. The school's instrument of government.
 - 1.3.2. The school's articles of government.
 - 1.3.3. The school's strategic plan.
 - 1.3.4. Higher Education Code of Governance published by the Committee of University Chairmen, 2020.
 - 1.3.5. Office for Students' Public Interest Governance Principles, notably Principle IX, which requires members of the Board to be "fit and proper" persons.
- 1.4. This code applies to every committee, task and finish group or other subsidiary body of the Board of Governors to which members may be appointed.

2. Standards in Public Life

- 2.1. The school expects its governors to adhere to the highest standards of ethical leadership, personal integrity, honesty, transparency and responsible governance in its work and business, and in accordance with the principles as laid out in the 'Standards in Public Life Report (Nolan)'.

3. Duties

- 3.1. Members should:
 - 3.1.1. Support the aims and objectives of the school and promote the interests of the school and its students in the wider community.
 - 3.1.2. Work cooperatively with other governors in the best interests of the school.
 - 3.1.3. Use their best endeavours to ensure that the board fulfils its responsibilities and that it takes those decisions only that lie within the powers of the board as stated in the articles of government.
 - 3.1.4. Base his or her view on matters before the Board of Governors on an honest assessment of the available facts, unbiased by partisan or representative views.
 - 3.1.5. Acknowledge that as an individual governor, he or she has no legal authority outside the meetings of the Board of Governors and its committees.
 - 3.1.6. Resist any temptation or outside pressure to use the position of governor to benefit him or herself or other individuals or agencies.

- 3.1.7. Declare openly and immediately any personal conflict of interest arising from a matter before the governors or from any other aspect of governorship.
- 3.1.8. 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 Board of Governors.
- 3.1.9. Bring to the attention of the School, through the Clerk to the Governors any matter in which a member is personally involved which has the potential to bring the school into disrepute.
- 3.1.10. Give priority, as far as practicable, to attendance at meetings of the Board of Governors and its committees. Failure to attend three or more Board meetings in any given academic year may result in the removal of membership of the Board of Governors unless mitigating circumstances have been notified to and accepted by the Chair of Governors.
- 3.1.11. Ensure they are not bound by mandates given by others.
- 3.1.12. Observe the provisions of the School's instrument and articles of government.
- 3.1.13. Have regard to the different but complementary responsibilities given to the Principal as the School's Chief Executive and the difference between governance and management.
- 3.1.14. In order to promote effective governance, Governors are expected to participate in an annual review meeting with the Chair.
- 3.1.15. Fit and proper persons' as defined by the OfS Regulatory Framework for Higher Education in England. This means that they are: (a) of good character; (b) have the qualifications, competence, skills and experience which are necessary for their role; (c) are able by reason of their health, after reasonable adjustments are made, to perform properly the tasks of the office or position for which they are appointed; and (d) have not been responsible for, been privy to, contributed to or facilitated any serious misconduct or contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

4. Duty of Care Towards Staff and Students

4.1 Governors have a collective responsibility to ensure the university provides a safe, inclusive, and supportive working and learning environment. Specifically, Governors must:

- Promote the health, safety, and well-being of all staff and students.
- Ensure that university policies uphold fair employment practices, including equity, diversity, and inclusion.
- Monitor staff satisfaction and engagement through oversight of HR reports, surveys, and action plans.
- Support leadership in maintaining a positive workplace culture that values respect, fairness, and professional development.
- Be alert to systemic issues such as workload, bullying, harassment, or discrimination and ensure they are appropriately addressed.
- Respect the role of staff representatives and engage constructively with trade unions or staff forums where relevant.

5. Skill, Care and Diligence

- 5.1. A member should in all their work for the school exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances.
- 5.2. NSCD is committed to tackling any and all forms of discrimination within its community, and to treating individuals fairly, with dignity and respect. It expects all members of the Board of Governors to act with integrity, honesty and fairness and to be respectful of each other's views, listening, assessing and evaluating them without prejudice and, in their communications with other members of the Board, to be open and transparent and inclusive of all members.

6. Powers

- 6.1. Members are responsible for taking decisions which are within the powers given to the corporation by the Education Reform Act 1988. If a member thinks that the Board of Governors is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Clerk to the Governors for advice.

7. Conflicts of Interest

- 7.1. 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 school. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 7.2. Members must not take or hold any interest in any of the school's properties or receive any remuneration for their services (save as a member of the school's staff).
- 7.3. Members must complete the register of interests and withdraw from meetings as required by the Articles of Government.

8. Gifts and Hospitality

- 8.1. Members must comply with the school's policy on gifts and hospitality.
- 8.2. 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 to the governors.

9. Collective Responsibility

- 9.1. Members should acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Board of Governors prevails, it should be supported.
- 9.2. Where a member's view is held so strongly that he or she wishes to disassociate him or herself from a decision of the board he or she should ensure that that dissent is explicitly recorded in the minutes.
- 9.3. Governors are collectively responsible for observing the duties set out in the OfS Regulatory Framework; NSCD's continued compliance with the initial and ongoing conditions of registration are a condition of receiving public funds. The Board of Governors is responsible for the proper use of income derived from other public and private sources, such as tuition fees through Student Finance England, including the monitoring of expenditure from such income, in order to meet the requirements of the relevant funding

body and public audit. They should carry out these responsibilities with due regard to their fiduciary duty, and the principles of public office set out above.

10. Confidentiality

- 10.1. Members should respect the confidentiality of those items of business which the Board of Governors decides from time to time will not be available for public inspection, and which should remain confidential, or issues contained within papers specifically marked confidential.
- 10.2. Members should not publicly criticise, canvass or reveal the views of other members which have been expressed at meetings of the Board of Governors or its committees.
- 10.3. Under the terms of the Freedom of Information Act 2000, NSCD is designated as a public body, meaning that anyone has the right to ask for information it holds. All correspondence and documents in relation to NSCD, and their subsequent revisions, are subject to the provisions of the Freedom of Information Act 2000 and the Data Protection Act 2018.

11. Public Statements and Social Media Usage

- 11.1. Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board of Governors or its committees without first having obtained the approval of the Chair or, in their absence, the Vice Chair.
- 11.2. All Governors to adhere to the NSCD Social Media policy.

12. Breach of the code of conduct

- 12.1 Any alleged breach of the Code of Conduct will be addressed as follows:
 - The Chair of the Board (or an appropriate committee) will review the matter.
 - The Governor concerned may be asked to explain their conduct.
 - In serious cases, the Board may recommend suspension or removal in line with university statutes or relevant legal provisions.

13. Review

- 13.1. This code was approved by the Board of Governors on 19 November 2025.
- 13.2. The code will be reviewed by the Board of Governors bi-annually and the next review will be October 2027.