

Board of Governors' Code of Conduct

1. Introduction

The Board of Governors expects the highest standards of conduct from the holders of roles to which it makes appointments. This code sets the standards and expectations for those role-holders.

2. Scope

- 2.1 This Code of Conduct applies to:
 - 2.1.i Members of the Board of Governors
 - 2.1.ii Senior post holders
 - 2.1.iii External members of the Board's committees
 - 2.1.iv The Chancellor and Pro-Chancellor
- 2.2 Acceptance of appointment as any of the above is construed as acceptance of this Code

3. Ownership

- 3.1 This Code of Conduct is owned by the Nominations and Governance Committee on behalf of the Board of Governors

4. General Duties

- 4.1 You owe a fiduciary¹ duty to the University and must carry out that duty responsibly. In carrying out your role, you must act honestly, diligently and in good faith in the best interests of the University
- 4.2 Your actions should promote and protect the good reputation of the University and the trust and confidence of its stakeholders

¹ Relating to a person or organisation that manages property or money belonging to another person or organisation

- 4.3 You must act in accordance with your powers and duties. The duties that apply to you are set out in:
- 4.3.i Your role description
 - 4.3.ii The University's governing documents
 - 4.3.iii The Public Interest Governance Principles and Office for Students' Regulatory Framework
 - 4.3.iv The Higher Education Code of Governance
 - 4.3.v The policies and procedures of the Board and the University
- 4.4 The key principles on which this Code is based are the Seven Principles of Public Life. These principles should inform your actions and decisions when you are carrying out your responsibilities for the University:
- 4.4.i **Selflessness:** act in the interests of the University
 - 4.4.ii **Integrity:** avoid any obligation to individuals or organisations that might try inappropriately to influence you in your University role
 - 4.4.iii **Objectivity:** act and take decisions impartially, fairly and on merit, using the best evidence without discrimination or bias
 - 4.4.iv **Accountability:** be accountable to the University and its Board for your decisions and actions
 - 4.4.v **Openness:** act and take decisions in an open and transparent manner as far as possible, without compromising matters which must remain confidential
 - 4.4.vi **Honesty:** be truthful
 - 4.4.vii **Leadership:** exhibit these principles through behaviour and treat others with respect. Support the principles and be prepared to challenge poor behaviour
- 4.5 You have a duty to ensure you are fully aware of and comply with all University regulations, policies and procedures. This includes but is not limited to:

- Anti-Bribery, Fraud and Corruption Policy
- Declarations of Interest Policy
- Financial Regulations
- Freedom of Expression Policy
- Gifts and Hospitality Policy and Procedure
- Travel and Expenses Policy
- Whistleblowing Policy and Procedure

5. Decision making and collective responsibility

- 5.1 All governors and committee members have an equal role in the Board's decision-making. When participating in meetings, you should take an active role in making decisions and should be prepared to express disagreement where necessary
- 5.2 You must respect the principle of collective decision-making. This means that once the Board has made a decision, you have a duty to support that decision
- 5.3 You must not act on your own on behalf of the University or the Board without the proper authority of the Board
- 5.4 You must not allow yourself to be inappropriately influenced in your work for the University by outside interests
- 5.5 You must not be bound in your speaking or voting by mandates given to you by other bodies or persons
- 5.6 You must act within the terms of reference of the Board or committee on which you are serving

6. Outside interests and conflicts of interest

- 6.1 Your general duty is to avoid conflict between your personal interests, or those of an associated organisation or person, and your duties to the University

- 6.2 Where obligations to other people or bodies may preclude you from taking an independent position on an issue, you must disclose the position to the Board. The Board will then judge whether or not you should take part in consideration of the issue
- 6.3 You must make a thorough and accurate disclosure of your interests to the Board whenever these change and whenever they are requested
- 6.4 You must not take improper advantage of your position in the University, to gain an advantage for yourself or a person or organisation connected to you. You must not use inside information for gain

7. Care, skill and diligence

- 7.1 You are expected to give sufficient time, thought and energy to your University role
- 7.2 You are expected to play a full and active role when carrying out your duties for the University
- 7.3 You must perform your role to the best of your ability. In carrying out your role you are expected to exercise reasonable care, skill and diligence, making use of any relevant knowledge, skill or experience you have
- 7.4 You are expected to obtain and maintain an understanding of your duties and responsibilities and of the University's context by participating in induction, training and development activities
- 7.5 You must complete training as directed by the Board, or show why you are exempt from the completion of the training
- 7.6 You must participate in performance evaluation and review procedures as determined by the Board

8. Reputation of the University

- 8.1 You must not exhibit behaviour or engage in activity whether within or external to the University that may damage the good reputation of the University or be likely to bring its name into disrepute

- 8.2 You must not make public statements about the business of the University without the proper approval of the Board
- 8.3 Social media is a public forum and the same considerations apply to the use of social media as to speaking in public and writing for publication, either officially or in a personal capacity. Where a personal social media account you use refers or links to your role at the University, you must take care to ensure that it is clear in what capacity you are acting

9. Confidentiality

- 9.1 You must not make improper use of information acquired because of your position at the University. This applies whether or not you or someone associated with you would gain a personal advantage, or whether or not the University would be harmed
- 9.2 You must not disclose, or allow to be disclosed, confidential information received in the exercise of your duties, unless that disclosure has been authorised by the Board or is required by law

10. Relationships

- 10.1 You are expected to promote an inclusive and diverse culture in the University. Your actions should help create an environment where different perspectives and backgrounds are encouraged and valued
- 10.2 You must deal with the University's governors, officers, committee members, employees and stakeholders 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
- 10.3 You must treat staff employed by the University with courtesy and respect. It is expected that employees show you the same consideration in return
- 10.4 You must not ask or encourage employees to act in any way which would conflict with their own Code of Conduct

11. Fit and proper person

11.1 Those in scope of this Code must be fit and proper persons. For the purposes of this Code, a fit and proper person:

11.1.i is of good character

11.1.ii has the qualifications, competence, skills and experience that are necessary for their role

11.1.iii is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed

11.1.iv has not been responsible for, been privy to, 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

11.2 You must make a declaration that you fulfil the definition of a fit and proper person whenever you are asked to do so

11.3 You must report immediately to your line manager/ Chair or Deputy Chair of the Board/Senior Independent Member/Chair of the Audit Committee/Clerk as appropriate the following:

11.3.i any of the disqualifying circumstances in the Instrument of Government section 5.2 (including disqualification from acting as a company director, or from acting as a charity trustee, bankruptcy order, composition with creditors in satisfaction of debts, physical or mental incapability in the opinion of a registered medical practitioner)

11.3.ii and/or any of the following, which are indicators that person may not be a fit and proper person

11.3.iii conviction of a criminal offence anywhere in the world

11.3.iv subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings

- 11.3.v subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- 11.3.vi involvement in any abuse of the tax systems
- 11.3.vii involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- 11.3.viii involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection
- 11.3.ix dismissal from a position of trust or similar
- 11.3.x involvement with a higher education provider that has had its registration refused or revoked by the Office for Students or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position)
- 11.3.xi breaches of this Code

11.4 The Board will investigate the above under its Disciplinary Policy and Procedure

12. Attendance at meetings

- 12.1 As a governor, external committee member or senior post holder, you should aim to attend all relevant meetings. You must send apologies if you cannot attend
- 12.2 You must prepare for meetings and take an active part in them
- 12.3 If you are unable to attend regularly, you should offer your resignation from office

13. Use of resources

- 13.1 You must use University resources for the purposes of the University. Resources include money, financial arrangements, IT equipment, email, internet, telephone and other University property
- 13.2 On termination of your appointment, you must return all resources which are the property of the University

14. Raising concerns

- 14.1 If you have a concern about a possible breach of this Code, a concern that you or someone else in scope is being asked to act in contravention of it, you have a responsibility to raise that internally. Concerns or alleged breaches should be reported to the Clerk to the Board/the Chair/the Deputy Chair/the Senior Independent Member/a Committee Chair as appropriate

15. Breaches of this code

- 15.1 Breaches of this code are likely to be disciplinary offences and will be addressed under the Board's Disciplinary Policy and Procedure. Potential sanctions include dismissal from the Board of Governors
- 15.2 Where a matter is raised in connection with this Code, the Board's Disciplinary Policy and Procedure applies
- 15.3 Where allegations relate to danger, fraud, illegal or unethical conduct, the Whistleblowing Policy should first be consulted
- 15.4 Governors may be required to participate in investigations into potential contraventions of this Code

16. Related documents

- 16.1 Board of Governors' Disciplinary Policy and Procedure
- 16.2 Governor Role Description
- 16.3 Governing documents (Instrument, Articles, Bye-Laws, Scheme of Delegation)

16.4 Higher Education Code of Governance

17. Equality impact assessment

An equality impact assessment has been carried out for this policy

18. Version control

Version	Date	Comments
3.0	20/10/2022	Approved by Nominations and Governance Committee