

## **BOARD REGULATION 4.0**

### **Code of Conduct and Statement of Expectations for Members of the Board of Governors**

#### **1. Introduction**

- 1.1 This Code provides all governors with guidance on the standards of behaviour, conduct and accountability expected by the University and is intended to ensure that there is a common understanding of their legal and ethical duties. This Code aims to promote effective, well-informed and accountable corporate and charitable governance but is not intended to be a definitive or authoritative statement of the law. Where a member is unsure of their obligations or responsibilities under this Code, advice should be sought from the Clerk to the Board in the first instance.
- 1.2 The Code should be read in conjunction with the University's Instrument and Articles of Government and the Standing Orders and Terms of Reference for the Board.

#### **2 Scope**

- 2.1 This Code applies to all members of the Board of Governors and its committees.

#### **3 Statement of Expectations**

- 3.1 Governors are expected to play a full and thorough role in the governance of the University. This Statement of Expectations has been drafted to clarify what is expected in terms of performance and commitment to the Board. Members are expected to have:
- A.** a strong personal commitment to the vision, mission and values of the University.
  - B.** the ability to at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate to Board business.
  - C.** the capacity to contribute to Board business including Board and Committee meetings, induction and training, and other University events. Governors are also strongly encouraged to represent the University at targeted external events to promote and spread knowledge about the University and its aims and achievements.

- D.** a commitment to comply with the Nolan Principles (for those holding public office as laid down by the Nolan Committee in 1995):

Selflessness  
Integrity  
Objectivity  
Accountability  
Openness  
Honesty  
Leadership

- E.** the ability to engage in constructive debate, rigorous and supportive challenge and effective decision-making.
- F.** an understanding and respect for the principles of academic freedom and freedom of speech.
- G.** an understanding of and respect for the demarcation between governance and executive management.
- H.** a willingness to support the University's commitment to sustaining an inclusive and diverse community that is open to all who have the potential to benefit from membership of it, which ensures equality of opportunity for all its members, and that treats all its members with equal respect and dignity at all times.

#### **4 Practical Application of the Statement of Expectations**

- 4.1 In relation to B, Duty of Confidentiality, above: All information acquired during a governor's tenure is confidential to the University and should not be disclosed either during the tenure or following termination (by whatever means) to third parties except as required by law, unless there is prior clearance from the Chair or the Clerk to the Board.
- 4.2 In relation to C, Attendance and Participation, above: The University is committed to creating an enabling environment and wants to support all members of its community to maintain a healthy work and non-work balance. However, members who are unable to attend meetings and events on a regular basis (see section 9 'Attendance and time commitment'), without the prior permission of the Board, should consider offering their resignation to the Chair.
- 4.3 In relation to C, Attendance and Participation, above: Governors are expected to promote the interests of the University and contribute positively to initiatives that are designed to raise awareness of the Board, its committees and its work across the University.

- 4.4 The Board is committed to ensuring that it conducts its business in accordance with: the highest ethical standards; compliance with good practice in governance including the public governance interest principles established by the Office for Students (OfS) and the Committee of University Chairs' (CUC) Higher Education Code of Governance; the Board Regulations and the University's financial regulations.

## **5 Fit and Proper Persons**

- 5.1 All Governors must be 'fit and proper persons' as defined by the OfS Regulatory Framework for Higher Education in England. This requires that governors:

(a) are 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, 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 mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

- 5.2 To meet the OfS Conditions of Registration, the University is required to ask Board Members to complete a self-declaration form relating to the OfS 'fit and proper persons' test and to be subject to a process of due diligence which will involve a search of public records and other information within the public domain. A full explanation of the checks that the University is required to undertake is available in the University's Fit and Proper Persons Policy.

## **6 Requirements as Charity Trustees**

- 6.1 Governors are charity trustees and must ensure that they act at all times in accordance with the requirements of charity law (see the Charity Commission [website](#)) and that they act in the best interests of the University and its charitable beneficiaries.

- 6.2 Governors and co-opted members of Board committees should abide by the requirements of the legal duties of Charity Trustees which are to:

- Ensure the University is carrying out its charitable purpose for the public benefit
- Comply with the University's governing documents and the law
- Act in the University's best interests
- Manage the University's resources responsibly.

## **7 Powers**

- 7.1 Governors are responsible for taking decisions pursuant to the University's charitable objectives and within the powers given to the University, as described in the Instrument and Articles of Government and the Board's Statement of Primary Responsibilities. If a governor thinks that the Board is likely to exceed its powers or fail to comply with its responsibilities by taking a particular decision, they should immediately discuss the issue with the Chair and refer the matter to the Clerk to the Board for advice.

## **8 Induction, Training and Development**

- 8.1 Once appointed, members of Board are encouraged to obtain a thorough grounding in their duties and responsibilities, and should engage with the University's induction programme for Governors. Members are expected to be familiar with the University's Instrument and Articles of Government, the OfS Regulatory Framework, the CUC Higher Education Code of Governance, the Board Regulations, the Governor Handbook, the Town House Strategy and supporting plans.
- 8.2 Governors have a duty to ensure that they are fully aware of and compliant with University regulations, policies and procedures as detailed in the Governor Handbook. They must also recognise their responsibility under relevant Health and Safety legislation and comply with University Health and Safety policies and procedures.
- 8.3 Members must participate in procedures established by Board for regular feedback on their membership of the Board.
- 8.4 Members may be required to periodically complete a skills audit, self-assessing themselves to ensure that the Board collectively has the range of skills and areas of knowledge seen as necessary to ensure its alignment with the core values and aims of the University, effective decision-making and compliance with all regulatory requirements. This will enable the Nominations and Governance Committee to identify any skills gaps when planning recruitment of new members.
- 8.5 Governors are offered a range of training opportunities throughout the year and are encouraged to attend as many sessions as possible.
- 8.6 Governors are expected to contribute to any review of the performance and effectiveness of the Board, its sub committees or the performance and effectiveness of the governance of the University more generally.
- 8.7 Governors will be invited to a number of University events during the course of the year and are encouraged to attend where possible as these events provide good opportunities to further their knowledge of the University and engage with University life.

## **9 Attendance and Time Commitment**

- 9.1 Governors are expected as far as possible to attend all meetings of the Board of Governors and of committees of which they are a member so that they may fulfil their responsibilities properly.
- 9.2 There are normally four Board meetings each year and up to four meetings of each committee. Board meetings last for up to four hours and committee meetings normally for two hours.
- 9.3 Governors are expected to dedicate time to preparing for meetings as well as undertaking developmental and other activities relating to their role.

## **10. Meetings**

- 10.1 As well as attending meetings, members should fully prepare beforehand for all meetings. Members should actively engage in discussion, debate and any required voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and working collegially.
- 10.2 Outside of Board and committee meetings, members are encouraged to develop strong working relationships with the Executive. To ensure awareness, openness and transparency of interactions, any meetings with staff should be arranged via the Corporate Governance and Committee Unit and the relevant member of the Senior Leadership Team kept informed.

## **11. Openness, Confidentiality and Use of Official Information**

- 11.1 Members must respect organisational, Board and individual confidentiality, while never using confidentiality as a reason not to disclose matters that should be transparent and open. Where agenda items are considered to be confidential or reserved from wider publication, these papers will be marked as such and only shared with members of the Board as appropriate. Sensitive business should not be discussed with third parties.
- 11.2 Under the terms of the Freedom of Information Act 2000, the University 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 the University, and their subsequent revisions, are subject to the provisions of the Freedom of Information Act 2000 and the Data Protection Act 2018.

## **12. Relationships with Others**

- 12.1 Members should act independently of any other role or remit and, where they are also an employee of the University, should maintain the clear separation of their role and responsibilities as a Board member from their day-to-day duties as an employee.
- 12.2 Members should endeavour to work considerately and respectfully with all those they come into contact with at the University. They will respect diversity, different roles and boundaries, and align with the values of the University.
- 12.3 Members should recognise that Governors, University managers, employees and students have different responsibilities and obligations and will seek to understand and respect these different stakeholder roles. In particular, members should recognise their responsibility to support the Chair and the senior staff members.

## **13. Declaration and Register of Interests**

- 13.1 Governors should avoid putting themselves in a position where there is a conflict (actual or potential) between their personal or professional interests and their duties to the Board or its committees. They should not allow any conflict of interest or loyalty to arise that might interfere with the exercise of their independent judgement.
- 13.2 For the purpose of this Code, “interest” is where there is a supply of works or goods, contract or proposed contract, or other matter, private or personal, under consideration by the Board or its committees. A person could be perceived to be conflicted if their role as a Governor may: (i) create a chance of financial gain; (ii) have implications for kinship, friendship, or membership of a commercial company, an association or trade union, or trusteeship or (iii) if any other benefits may be perceived to arise or potentially to arise from any other private or personal relationship they have.
- 13.3 All interests must be disclosed routinely to the University, in accordance with the University’s Financial Regulations. The interests, financial or otherwise, which governors or their spouses, children or other close relatives may have, must be disclosed to the Clerk to the Board so that a Register of Interests may be maintained. Members are requested, on an annual basis, to complete and return to the Corporate Governance and Committees Unit a pro-forma declaring all external interests which could potentially conflict with their role. Members should inform the Corporate Governance and Committees Unit if there are any changes to their information during the year so that the Register can be updated on an ongoing basis.

## **14. Political Activity**

- 14.1 While Governors may be politically active, in the conduct of their work on the Board, its committees or in service to the University, they should be (and be perceived to be) politically impartial and even-handed in dealing with political parties. Guidance from

The Cabinet Office Code of Conduct for Board Members of Public Bodies should be used if concerns arise about inappropriate political activity by governors.

## **15. University Resources**

- 15.1 All University resources must be used for the purposes of the University and in ways that are consistent with its mission and values, and not for personal use, gain or other purposes. Resources include financial resources, IT equipment, email, internet, telephone and other University property.
- 15.2 All expenses claims must be submitted no later than a month after the expense was incurred.
- 15.3 When claiming expenses, Board Members must comply with the University's Expenses and Benefits Policy and take personal responsibility for any HM Revenue and Customs requirements which affect them.
- 15.4 Governors must abide by the University's financial regulations.

## **16. Gifts and Hospitality**

- 16.1 Governors must not accept gifts, hospitality or benefits of any kind from a third party where this might be seen to compromise their personal judgement or integrity or where this might place them under improper or inappropriate obligation. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk to the Board and University guidance followed in accordance with the Anti-Bribery Policy.
- 16.2 The Clerk to the Board holds a Register of Gifts and Hospitality personal to governors and senior personnel. It is open for public inspection by contacting the Clerk to the Board.
- 16.3 In canvassing for gifts, donations or benefits as an agreed part of the philanthropic and fundraising work of the University, Governors must ensure the appropriate ethical position declared by the University is maintained, and ensure gifts and benefits can be retained by the University without making commitments that the University cannot or would not wish to fulfil.

## **17. Conduct, Concerns and Complaints**

- 17.1 Members of the Board must not exhibit behaviour or engage in any activity that may damage the good reputation of the University.
- 17.2 Governors owe a fiduciary duty to the University and must carry out such fiduciary duties responsibly. This means that they should show the University the highest loyalty and act in good faith in its best interests. Governors should act honestly, diligently and

independently. Their actions should promote and protect the good reputation of the University and the trust and confidence of those with whom it deals, and safeguard the University's assets, information and confidential discussions affecting the University's property, plans and business. This duty continues after membership of Board has ceased.

- 17.3 Governors must not allow any sectional interest to take precedence. Board Members are not representatives or delegates of any constituent group or outside body and may not be bound in their speaking or voting by mandates given to them by other bodies, persons or vested interests.
- 17.4 Governors should not make statements relating to the University or the proceedings of the Board and its committees to the press or media, on social media, or at any public meeting without first having obtained the approval of the Chair through the Clerk to the Board. Should this approval be granted, the department responsible for University communications must be notified in advance of any statements being released. It is unethical for Governors publicly to criticise, canvas or reveal the lawful views of other Governors which have been expressed at meetings of the Board or its committees.
- 17.5 The University is committed to tackling any and all forms of discrimination within its community, and to treating individuals fairly, with dignity and with respect. It expects all Board Members 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 Board Members, to be open and transparent and inclusive of all members.

## **18. Investigating Issues of Concern Relating to Governors and Process for Removal of a Governor**

- 18.1 To ensure that the affairs of the University are conducted in an open and transparent manner, that the University is accountable for its use of public funds and that the University can demonstrate accountability to its employees, its students and the community it serves, procedures have been established for individuals to raise serious concerns, which are in the public interest.
- 18.2 These may fall within the following categories:
  - (i) Concerns around a Governor's attendance
  - (ii) Concerns around a Governor's performance or contribution
  - (iii) Allegations of misconduct / breach of the Code of Conduct
  - (iv) Issues relating to a Governor's standing as a 'fit and proper person' or eligibility to serve as a Charity trustee.

**Process for:**

(i) Concerns around a Governor's attendance

18.3 As per paragraph 5.3 of the University's Instrument of Government: 'If at any time the Board of Governors are satisfied that any member of the Board of Governors has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors...the Board of Governors may be notice in writing remove that member from office, and the office shall become vacant upon delivery of the notice.'

**Process for:**

(ii) Concerns around a Governor's performance or contribution

18.4 Any concerns about a governor's performance or contribution will be discussed in confidence by the Clerk to the Board and the Chair, Vice Chair or Committee Chair (depending on who is most appropriate in the situation) primarily and then with the Board member concerned, and appropriate action determined.

18.5 If it is decided that the member should continue to serve on the Board, an action plan will be agreed.

18.6 If by mutual agreement it is decided that the member is no longer able to serve on the Board they may offer their resignation.

18.7 If a resolution cannot be found then the process at paragraphs 18.8 – 18.13 should be followed.

**Process for:**

(iii) Allegations of misconduct / breach of the Code of Conduct

18.8 Responsibility for following the process below falls to:

- the Clerk to the Board under instruction from the Chair; or
- an alternative investigator if the Clerk to the Board is conflicted. The investigator will be appointed by the Chair.

18.9 An investigation into the allegations or concerns will be undertaken which will include the opportunity for the governor concerned to comment upon the allegations.

18.10 A written report will be submitted to the Nominations and Governance Committee to be considered either at a special meeting or via correspondence.

18.11 The Nominations and Governance Committee will make a written recommendation to the Board regarding the action that it should be required to take.

18.12 If recommended, a special meeting of the Board of Governors will be convened to consider the matter.

18.13 If, after considering the report and any representations, the decision is made to remove the governor concerned, the Board of Governors will give written notice removing them from the Board of Governors with immediate effect.

**Process for:**

(iv) Issues relating to a Governor's standing as a 'fit and proper person' or eligibility to serve as a Charity trustee

18.14 It is each governor's responsibility to inform the Clerk to the Board of any issues that may impinge on the 'fit and proper persons' criteria or their eligibility to serve as a Charity trustee.

18.15 If a governor informs the Clerk to the Board or the University becomes aware of an issue that impinges upon the 'fit and proper persons' criteria or the ability of a governor to continue to serve, then the Clerk to the Board, in consultation with the Chair, will make an assessment on whether the issue is sufficiently material to be reported to the Nominations and Governance Committee.

18.16 If the decision is made that the matter should be reported to the Nominations and Governance Committee then the process at paragraphs 18.8 – 18.13 should be followed.

18.17 In cases where the governor is under investigation (by an external party) for an issue which would automatically lead to disqualification as a charity trustee, the governor will be suspended by the Chair of the Board of Governors pending a decision on the issue. As far as is reasonably possible this suspension will remain confidential but during this time they may not attend any meetings or act as a Governor.

18.18 If the outcome of any such investigation (by an external party) is that the governor is no longer eligible to serve as a Charity trustee, the members' term of office will automatically cease without the need for a formal resolution by the Board of Governors.

18.19 Where a governor is suspended as a member of staff or as a student, they will also be automatically suspended from the Board of Governors for the duration of their suspension from the University. If removed from their position as a member of staff or student of the University, their term of office will automatically cease without the need for a formal resolution by the Board of Governors.

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