

BOARD REGULATIONS 5.0

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

1. Introduction

- 1.1 The purpose of this Code is to provide all governors with guidance on the standards of behaviour, conduct and accountability which are expected by the University and 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 University Clerk in the first instance.

2. Scope

- 2.1 This Code applies to all governors, the committees of the Board and any forum or group established to support the work of the Board. The Code also applies to every subsidiary company or joint venture of the University to which Governors may be appointed or over which they may have jurisdiction or responsibility whether explicit or implied.

3. Statement of Expectations

- 3.1 Governors are expected to play a full and thorough role in the governance of the University. In order to help this be achieved this Statement of Expectations has been drafted to clarify what is expected in terms of performance and commitment to the Board. Members' activities will be reviewed annually against these expectations through the annual appraisal process.
- 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.** capacity to contribute to Board business including Board and Committee meetings, away days, induction and training, and where appropriate, involvement in University business outside of the formal Board schedule. Governors are also strongly encouraged to represent the University at relevant external events to promote and spread knowledge about the University and its aims and achievements.
 - D.** Integrity, tact, discretion, independence and objectivity as exemplified by a willingness to uphold 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 challenge and effective decision-making.
- F. an understanding of the distinction between governance and executive management.
- G. 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 above: All information acquired during your appointment is confidential to the University and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chair or the University Clerk.
- 4.2 In relation to C 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 should consider offering their resignation to the Chair.
- 4.3 In relation to C 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; this Code; the public governance interest principles established by the Office for Students (OfS); the Committee of University Chairs' (CUC) Higher Education Code of Governance; the University's financial regulations; and the Standing Orders for the Board of Governors.

5. Appointments

- 5.1 The appointment/re-appointment of members is conducted by the Nominations and Governance Committee on behalf of the Board. Independent Members normally hold office for a period of four years. The maximum period of continuous service is eight years. Appointment for a second term of office is not automatic and is subject to review between the member, the Chair of the Board and the University Clerk. Decisions related to extension

of terms of office are managed through the Nominations and Governance Committee reporting to the Board.

6. OfS 'fit and proper persons'

6.1 All Governors must be 'fit and proper persons' as defined by the OfS Regulatory Framework for Higher Education in England. This is one of the public governance interest principles and 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 mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

6.2 In order 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 be subject to a process of due diligence which may inter alia involve a search of public records. A full explanation of the checks that the University is required to undertake will be provided.

7. Powers

7.1 Governors are responsible for taking decisions pursuant to the University's charitable objects and within the powers given to the University, as described in the Articles of Government and the Statement of Primary Responsibilities. If a governor thinks that the Board is likely to exceed its powers by taking a particular decision, they should immediately discuss the issue with the Chair and refer the matter to the University Clerk for advice. The position applies equally to governors who are members of other University committees.

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 this Code, the Governor Handbook, the University's Articles of Government, its Strategic Plan and associated strategies and supporting strategies, the OfS Regulatory Framework, and the CUC Higher Education Code of Governance.

8.2 Board Members have a duty to ensure that they are fully aware of and compliant with University regulations, policies and procedures such as the financial regulations, material on data protection, intellectual property, bribery, acceptable IT use, and equality and diversity.

They must also recognise their responsibility under relevant Health and Safety legislation and comply with the University Health and Safety policy and procedures.

- 8.3 Members must participate in procedures established by Board for the regular appraisal / review of the performance of individual members.
- 8.4 Members may be required to periodically complete a skills audit, self-assessing themselves against a range of skills and areas of knowledge seen as necessary to ensure the Board's alignment with the core values and aims of the University, 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 are good opportunities to further their knowledge of the University and engage with University life.

9. Meetings

- 9.1 A high level of attendance at meetings of the Board is expected in order that members can perform their duties. Members should fully prepare 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 avoiding conflict.
- 9.2 Outside of Board and committee meetings members are encouraged to develop strong working relationships with members of the Executive and other relevant members of staff. In order to ensure openness and transparency, any meetings with staff should be arranged via the Governance team and the relevant member of the Senior Leadership Team kept informed.

10. Openness, confidentiality and use of official information

- 10.1 Members must respect organisational, Board and individual confidentiality, while never using confidentiality as an excuse 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 outside of the Board and its committees.
- 10.2 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.

11. Relationships with Others

- 11.1 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.
- 11.2 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 avoid giving offence.
- 11.3 Members should recognise that the roles of Governors, University managers, employees and students are different and will seek to understand and respect the different stakeholder roles. In particular, members should recognise their responsibility to support the chairperson and the senior staff members.

12. Conflicts of interest and loyalty

- 12.1 Members of the Board should seek to 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.
- 12.2 All interests must be disclosed routinely to the University, in accordance with the University's Financial Regulations. The interests, financial or otherwise, which they or their spouses, children or other close relatives may have, must be disclosed to the University Clerk so that a Register of Interests may be maintained. Members are requested 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. This is updated annually; however members should inform the Corporate Governance and Committees Unit if there are any changes in the information during the year.
- 12.3 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 create a chance of financial gain, kinship, friendship, or membership of a commercial company, an association or trade union, trusteeship or if any other benefits may be perceived to arise or potentially to arise from any other private or personal relationship they have.

13. Political activity

- 13.1 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 seen 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 undue political activity by those covered by the Code.

14. University resources

- 14.1 All University resources must be used for the purposes of the University and not for personal use, gain or other purposes. Resources include financial resources, IT equipment, email, internet, telephone and other University property.
- 14.2 All expenses claims must be submitted no later than a month after the expense was incurred.
- 14.3 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.
- 14.4 Governors must abide by the University's financial regulations.

15. Gifts and hospitality

- 15.1 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 the person under improper or inappropriate obligation. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the University Clerk and University guidance followed in accordance with the Anti-Bribery Policy.
- 15.2 The University Clerk holds a Register of Gifts and Hospitality personal to governors and senior personnel. It is open for public inspection by contacting the University Clerk.
- 15.3 In canvassing for gifts, donations or benefits as 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 are retained by the University without making commitments that the University cannot or would not wish to fulfil.

16. Conduct, Concerns and Complaints

- 16.1 Members of the Board must not exhibit behaviour or engage in activity, whether it be within or external to the University, that may damage the good reputation of the University.
- 16.2 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. Each person 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.
- 16.3 Those covered by this Code 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 lawfully be bound in their speaking or voting by mandates given to them by other bodies, persons or vested interests.

- 16.4 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 University Clerk. 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.
- 16.5 The University 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 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.
- 17. Investigating Allegations of Misconduct, Complaints of a Breach of this Code (removal of a Governor)**
- 17.1 In order 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. All Governors are subject to the terms of, and the protections afforded by, the University's Whistleblowing Policy and Procedures.
- 17.2 The University has also established appropriate procedures to manage allegations about the conduct of members of the Board. Allegations of this nature can be raised directly to the University Clerk or directly with the Chair.
- 17.3 Allegations of misconduct, or allegations of a breach of this Code, will be investigated by the University Clerk. This will include circumstances where the Governor's attendance or performance gives rise to concerns that their position on the Board should be reviewed. If the University Clerk is conflicted, or has had prior involvement with the allegations, the matter will be investigated by an Independent Investigator appointed by the Chair (or appointed by the Vice Chair in the event that the Chair is the subject of the allegations).
- 17.4 If the complaint relates to the University Clerk it should be raised with the Chair of the Board of Governors and the Vice-Chancellor.
- 17.5 The report of the investigation will be submitted to the Nominations and Governance Committee who shall make a recommendation to the Board regarding the action that it should be required to take. The person who is the subject of the investigation will be given a copy of the Investigator's report prior to its submission to the Board and will be given the opportunity to make representations to the Board before a final decision is made. The outcome could result in the revocation of membership of the Board and/or its committees.

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