

## **CODE OF CONDUCT FOR GOVERNORS**

### **9.1 Introduction**

This Code is intended as a guide for members of the Board of Governors:

- (a) to indicate the standards of conduct which are expected of them;
- (b) to enable them to understand their legal duties; and
- (c) to assist them both in carrying out their duties and in their relationship with the University and the Vice-Chancellor.

This Code is therefore aimed at promoting effective and well-informed University governance, and is not intended to be a definitive or authoritative statement of the law.

**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 other subsidiary body of the Board to which members may be appointed.

In adopting this Code, the Board also expects its members to observe the undernoted Principles of University Governance.

- **Mutual respect.** All employees are regarded as a valued resource of the University.
- **Selflessness.** All decisions should be taken solely in terms of the University and the public interest. They should not be influenced by financial or other material benefits for the decision makers, their families or their friends.
- **Objectivity.** In carrying out University business, including making appointments, awarding contracts or recommending individuals for rewards or benefits, all choices should be made solely on merit.
- **Accountability.** Governors and University employees are accountable for their decisions and actions to the University and the public and must submit themselves to whatever scrutiny is appropriate to their office. In addition the University must be able to demonstrate accountability for its stewardship of public funds through ensuring that all services are delivered efficiently, effectively and economically in the pursuit of academic excellence.
- **Openness.** All decision-making processes should be able to demonstrate transparency and openness as integral features of their conduct with the rationale for decisions available for inspection. Information should only be restricted when it is clear that the University and wider public interest justifies such action.
- **Honesty.** University Governors and employees have a duty to declare any private interests relating to their public duties and to take steps to resolve conflicts in a way that protects the University and the public interest.
- **Quality.** The University must at all times strive for excellence in meeting its objectives. At the core of this is a complete commitment to maintain and enhance consistently the quality of its academic provision in line with nationally recognised standards demanded of a UK higher education institution.
- **Propriety.** University Governors and employees shall seek at all times to act in the best interests of the

University and the wider public and to observe the statutes and regulations which govern the conduct of the University.
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**Acceptance of appointment as a member of the Board will be construed as acceptance of this Code.**

## **9.2 Duties**

- Members owe a fiduciary duty to the University. This means that they should show it the highest loyalty and act in good faith in its interests. Each member should act honestly, diligently and, subject to the provisions appearing in the later section of this Code relating to Collective Responsibility, independently.
- Whatever decisions members take at meetings of the Board, its committees and other subsidiary bodies, must be for the benefit of the University as a whole and not for any improper purpose, or for personal motive. The “benefit of the University” can be taken to mean, first and foremost, the interests of its students and other users of the University’s services, and the safeguarding of public funds. Members should have regard to those interests, and must not allow any sectional interest to take precedence. Members are not appointed as ‘representatives’ or ‘delegates’ of any outside body, and may not lawfully be bound by mandates given by others. In particular, staff and student Governors must reflect their views as individuals and must not draw attention to affiliations to any specific groups or societies.
- Members must observe the provisions of the University’s Instrument and Articles of Government and in particular those responsibilities given to the Board by Article 3(1) of the Articles of Government.
- Members should also have regard to the different, but complementary, responsibilities given to the Vice-Chancellor as the University’s Chief Executive. Whereas it is the Board’s function to decide strategic policy and overall direction and to monitor the performance of the Vice-Chancellor and any other senior post-holders, it is the Vice-Chancellor’s role to implement the Board’s decisions, and to manage the University’s affairs, within the budgets and framework fixed by the Board. Members should work together so that the Board and the Vice-Chancellor perform their respective roles effectively.
- Members are collectively responsible for observing the duties set out in the Financial Memorandum which the University enters into with the Higher Education Funding Council for England (HEFCE) as a condition of receiving public funds.
- Although the HEFCE is the main provider of funds to the University, members should note that they are also responsible for the proper use of income derived from other public sources.

## **9.3 Skill, care and diligence**

A member should, in all his/her work for the University, exercise such skill as he/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 University; for example, when functions are delegated to a committee of the Board or the Chair. A member should be careful to act within the terms of reference of any committee or other subsidiary body on which he/she serves.

#### **9.4 Powers**

Members are responsible for taking decisions which are within the powers given to the Board by the Further and Higher Education Act 1992. If a member thinks that the Board is likely to exceed its powers by taking a particular decision, he/she should immediately refer the matter to the Clerk to the Board for advice.

#### **9.5 Conflicts of interest**

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 Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.

A member must disclose to the Board any financial interest which he/she has, or may have, in:

- (a) the supply of work or goods to or for the purposes of the University;
- (b) any contract or proposed contract concerning the University; or
- (c) any other matter relating to the University.

However, an interest does not have to be merely financial for the purposes of disclosure. If an interest is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgment, then the interest, financial or otherwise, should:

- (a) be reported to the Clerk to the Board; and
  - (b) be fully disclosed to the Board before the matter giving rise to the interest is considered.
- The member concerned 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.

A member must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise his/her personal judgment or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk to the Board.

The Clerk to the Board will maintain a Register of Members' Interests (Appendix 1 to this Code), which will be open for public inspection. Members are invited to disclose routinely to the Board all business interests, financial or otherwise, which he/she or (so far as he/she is aware) his/her spouse or partner, children or other close relatives may have, and the Clerk to the Board will enter such interests on the Register.

Members should inform the Clerk to the Board 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 paragraph 16 of this Code.

#### **9.6 Collective Responsibility**

The Board operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not he/she was present at the meeting of the Board when the decision was taken.

If a member disagrees with a decision taken by the Board, his/her first duty is to have any disagreement discussed and, if necessary, minuted. If the member strongly disagrees, he/she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the member may be able to persuade six other members of the Board to join him/her in giving notice to the Clerk to the Board to call a special meeting under paragraph 7.3 of the Articles of Government. Alternatively, the member may decide to offer his/her resignation from office, after consulting the Chair.

#### **9.7 Confidentiality**

Because of the Board’s public accountability, members should ensure that, as a general principle, students and staff of the University have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.

There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such “excluded” items will be kept in a confidential folder by the Clerk to the Board and will be circulated in confidence to members. However, staff and student members may not have access to minutes dealing with matters in respect of which they are required to withdraw from meetings under paragraph 7.13 of the Articles of Government.

It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or the members (or the Chair or members of any committee) of the Board are satisfied should be dealt with on a confidential basis. In normal circumstances, this will relate to issues which: affect the security of the University, its students, staff or property; include personal information regarding an identifiable student, client or member of staff; disclose information which would prejudice the University’s position in any legal proceedings; or disclose information which would compromise the University’s negotiating position with regard to suppliers, contractors or trade unions.

#### **9.8 Communication**

All Board members are ambassadors for the University and make a major contribution by supporting the University on public occasions. While an approach from the media can afford

excellent opportunities for members to demonstrate support for the University, members should be alert to the dangers of unguarded comments to the media. Any unsolicited press enquiries should be referred to the University's Press Office on 020 8411 5093. Through attendance at meetings, committee discussions and briefing documents, members will normally be aware of possible areas of sensitivity. Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without first having obtained the approval of the Chair or, in his/her absence, the Vice Chancellor. It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at meetings of the Board or its committees.

### **9.9 Attendance at meetings**

**A high level of attendance at meetings of the Board is expected, so that members can perform their functions properly. (See also 9.11)**

### **9.10 Governor development**

Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the University's governance induction and training programmes, including regular refresher workshops.

In order to promote more effective governance, members will carry out an annual review of the performance by the Board of its duties and responsibilities, as part of a continuing process of self-evaluation.

### **9.11 Register of Members' Interests - Guidance Notes**

1. Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgment should be disclosed to the Board. The interest will then be recorded in a Register of Interests which will be maintained by the Clerk to the Board. This Register enables members to disclose relevant business and other interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Board's decision-taking process. Members are reminded that the Register is open to public inspection.

2. Members are in the best position to decide what business and other interests are relevant and should be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following headings, which are set out as general guidelines:

<b>Category of Interest</b>	<b>Information to be disclosed</b>
Paid employment	Name of employer
Self employment	Names of significant customers/clients accounting for more than, say, 10% of income of individual or firm
Directorships of commercial	

companies	Name of companies
Significant shareholdings	Name of companies in which the Board member owns, say, 5% or more of the issued share capital
Elected office	Name of authority
Trusteeships or participation in the management of charities and other voluntary bodies	Name of body
Public appointments (paid or unpaid)	Name of body
Membership of professional bodies and trade or other associations	Name of body

Members are invited to provide the same information, if known to him/her, in respect of his/her spouse or partner, children or other close relatives (i.e. living in the same household or a dependant). A member should ask himself/herself whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgment.