

## Section 3

### CODE OF CONDUCT FOR GOVERNORS (INCLUDING THE STATEMENT OF PRIMARY RESPONSIBILITIES)

**“Governing bodies are entrusted with funds, both public and private, and therefore have a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of their business, and wherever possible following a policy of openness and transparency in the dissemination of their decisions. Such diverse funding sources also require that institutions adhere to the good practice appropriate to both public and private sector bodies.”**

**CUC March 2009 (2009/14)**

#### Each Governor is required at all times to:

3.1 Conduct the institution’s business in accordance with best practice higher education corporate governance and observe the seven principles of the Committee on Standards in Public Life (the Nolan Committee second report (May 1996)) for the conduct of those entrusted with public funds, which are:

- **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

- **Integrity**

Holders of public office should not place themselves under any financial or other obligations to outside individuals or organisations that might influence them in the performance of their official duties.

- **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choice on merit.

- **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

- **Openness**

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

- **Leadership**

Holders of public office should promote and support these principles by leadership and example.

- 3.2 Support the aims and objectives of the University, promote the interests of the University and its students in the wider community, and at all times safeguard the good name and values of the institution.
- 3.3 Work in accordance with the powers of the Board of Governors and undertake the duties required of the Board of Governors as detailed in (i) the Members' Manual (Section 4) – Roles and Responsibilities, and (ii) the Terms of Reference for the Board of Governors.
- 3.4 Undertake and abide by the responsibilities detailed in this Statement of Primary Responsibilities which includes provisions identified in Standing Orders, the Good Practice Guide and other corporate documents relating to:-
  - (i) approving the mission and strategic vision of the institution; long-term academic and business plans; key performance indicators (KPI's) and annual budget, and ensuring that these meet the interests of stakeholders;
  - (ii) appointing the head of the institution as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance;
  - (iii) delegating authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and personnel management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution;
  - (iv) ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and for managing conflicts of interest;
  - (v) monitoring institutional performance against plans and approved KPI's, which should be, where possible and appropriate, benchmarked against other comparable institutions; and
  - (vi) establishing processes to monitor and evaluate the performance and effectiveness of the Governing Body itself.
- 3.5 Work co-operatively with other Governors in the best interests of the University and ensure that the Governing Body exercises its responsibilities in a corporate manner.
- 3.6 Act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- 3.7 Seek to establish trust with other Governors in order to take shared corporate responsibility for collective decisions following full and frank discussions in Governor and Committee meetings.
- 3.8 Acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Governing Body prevails, it should be supported outside the Board of Governors.
- 3.9 Base his or her view of matters before the Governing Body on an honest assessment of the available facts, unbiased by partisan or representative views (eg a staff member is not appointed to represent the view of the staff).

- 3.10 Comply with the Instrument and Articles of Government, rules and procedures for the Governing Body and Governors as determined by the Governing Body and external authorities.
- 3.11 Acknowledge that as an individual Governor, he or she has no legal authority outside the meetings of the Governing Body and its Committees.
- 3.12 Understand that an individual Governor does not have the right, other than through the Chair and with the Governing Body's agreement, to make statements or express opinions on behalf of the Governors.
- 3.13 Resist any temptation or outside pressure to use the position of Governor to benefit himself or herself or other individuals or agencies.
- 3.14 Declare openly and immediately any personal conflict of interest arising from a matter before the Governors or from any other aspect of Governorship (Members are required annually to declare such Interests on the Register of Interests which is open to public inspection).
- 3.15 Respect the confidentiality of those items of business which the Governing Body 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.
- 3.16 Take or seek opportunities to enhance his or her effectiveness as a Governor through participation in induction programmes, training and development programmes and by increasing his or her own knowledge of the University.
- 3.17 Give priority, as far as practicable, to attendance at meetings of the Governing Body and its Committees.
- 3.18 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 Governing Body.
- 3.19 Make such provision as it thinks fit for the general welfare of the students, in consultation with the Academic Board (Senate)
- 3.20 Be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
- 3.21 Appoint a Clerk to the Governing Body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- 3.22 Collectively be the principal financial and business authority of the institution, to ensure that proper books of accounts are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- 3.23 When necessary, to seek advice from the Chair, Clerk to the Governors or exceptionally externally, as appropriate and ensure the institution's constitution is followed at all times.

Members must adhere at all times to the above Code of Conduct for Governors and failure to do so will entitle the Governing Body to remove, by notice, the relevant Member from office.

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