



CODE OF CONDUCT FOR GOVERNORS

The Code of Conduct for Governors was approved by the Governance & Nominations Committee on 30 September 2016.

1. This Code applies to all members of the Board of Governors, and is aimed at promoting effective governance. Its purpose is to promote the standards of conduct which are expected whilst in office and enable you to understand your duties & responsibilities.
2. The Code should be read alongside the Instrument and Articles of Government (which set out the responsibilities of the Board), and the Standing Orders (which set out the manner in which the Board will operate). Set out in Appendix 1 is a summary of the expectations of Governors.
3. Finally, members are expected to observe the seven principles of public life laid down by the Committee on Standards in Public Life (the Nolan Principles).¹

Obligations

4. As a Governor, you owe a duty of trust to the University. You are required to act in the manner which you consider, in good faith, will most likely promote the success of the University. You must act with reasonable care, skill, and diligence and must exercise independent judgment.
5. The actions of the Board of Governors, and your actions as a Governor, should promote and protect the good reputation of the University and the trust and confidence of those with whom it deals. The decisions you take at meetings of the Board and its committees must be taken for the benefit of the University community and the wider public and must promote the effective use of public funds.
6. You are not appointed as a 'representative' or 'delegate' of any other body and must not, therefore, be bound in speaking and voting by mandates given to you by other bodies, persons or vested interests. Even where elected/nominated by particular group, you have a legal duty to act in the interests of the University as a whole.
7. You must act in accordance within the powers of the University, both those set out in law² and those set out in the University's Instrument and Articles of Government. In

¹ Available at Section [A] of this Handbook

² Note in particular section 124 of the Education Reform Act 1988 as amended by the Further and Higher

particular, you should note the different responsibilities vested in Board of Governors, the Vice Chancellor, and the Academic Board.

8. If you believe that the University or the Board is likely to exceed its powers you should raise the matter with the Chair, the Clerk, or the Vice Chancellor.

Collective Responsibility

9. The Board operates by taking unanimous or majority decisions and so a decision of the Board, even when it is not unanimous, is a decision taken by the Governors collectively. As an individual Governor you should respect the principle of collective decision-making and corporate responsibility. This means that, once the board has made a decision, you should support that decision whether or not you were present at the meeting when the decision was taken.

Public accountability

10. As a condition of receiving public funds, the University is bound by a 'Memorandum of Assurance and Accountability' with the Higher Education Funding Council for England (HEFCE). The Board of Governors is responsible for ensuring that public funds are used in accordance with the terms of that Memorandum.
11. The Board of Governors is responsible for the proper use of income derived from other public and private sources and must monitor the expenditure of all funds.

Managing Conflicts of Interests

12. You are expected to discharge your duties impartially and objectively and to take steps to avoid any conflict of interest.
13. From time to time, members' outside activities and interests, or those of close family members, may give rise to actual or perceived conflicts of interest. In the interests of transparency and probity, a register of interests has been established. You must register any matter which might influence, or be seen to influence, your conduct as a Governor by completing the Register of Interests on first appointment and at least annually thereafter, and you should notify the Clerk if your interests change during the course of the year. It is your responsibility to ensure that you are familiar with the University's rules on handling conflicts of interests, that you comply with these rules and that your entry in the University's Register of Interests is accurate and up-to-date.

14. You are expected to declare your interest in a matter under discussion, even if that interest has already been registered. Where such an interest exists, you should withdraw from any meeting or part of a meeting at which the matter is considered, and should take no part in the decision or voting on the matter. If you are in any doubt you should seek the advice of the Clerk to the Board. Ultimately, however, the responsibility to disclose any actual or perceived interest is yours.

Gifts and Hospitality

15. You must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise your personal judgment or integrity.
16. Any offer or receipt of gifts, hospitality or benefits arising from your role as a Governor, or which might be linked to that role, should be reported to the Clerk immediately. Only where the refusal of a gift from a third party is likely to offend the individual(s) concerned should the gift be accepted by the Governor, on behalf of the University, and submitted to the Clerk as soon as practicable.
17. You must not accept any benefit as an inducement or reward for taking any action (or specifically not taking action) or for showing favour (or disfavour) to anyone in your capacity as a Governor.
18. The University has a Counter Fraud and Anti-Bribery Policy which sets out how these issues are dealt with in a practical sense. Governors are reminded of their obligations under this Policy³

Sensitive and Confidential Information

19. The University is committed to openness and transparency in the conduct of its business, and is committed to observing the principles and provisions of the Data Protection Act 1998 and the Freedom of Information Act 2000. You must assist the University in meeting those requirements.
20. The agenda, papers, and minutes of meetings are published online, as set out in the Standing Orders. Where items are to be considered as confidential (that is business which may not be disclosed beyond the members of the Board) or reserved then these papers will be marked as such and will only be shared with members of the Board.

³ Available at Section [I] of this Handbook.

21. It is important that the Board and its Committees can have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. You should therefore approach Board business with due discretion and sensitivity. If you are in any doubt, you should not discuss business outside of the Board or its committees.
22. You must not misuse information gained in the course of your office as Governor for personal gain or for political purpose.
23. You should not make statements to the press, media, or any other person or at any public meeting relating to proceedings of the Board or its Committees without first having obtained the approval of the Chair of the Board.

Attendance at Meetings

24. A high level of attendance at meetings of the Board of Governors is essential for effective governance.
25. If you find as time passes that you cannot commit the time necessary to perform your role as a Governor effectively you should discuss this with the Chair of the Board.

Performance and Development

26. You must participate in an annual performance review which will be conducted by the Chair of the Board or nominee, during which development needs will be identified.
27. You are expected to address any development needs by the time of your next performance review. Internal development activities will be scheduled as part of the annual calendar of meetings. Funding is available for external development activities.
28. You are expected to keep up to date with developments at the University and in the higher education sector and to participate in events at the University.

Breaches of the Code

29. If at any time the Board of Governors is satisfied that you have breached any of the provisions of this Code and as a consequence consider that you are unable or unfit to discharge your functions as a member of the Board, the Board may remove you from office, having given written notice, and thereupon the office shall become vacant.