

GOVERNOR CODE OF CONDUCT

This Code of Conduct applies to all members of the Board of Governors (“the Board”) at Leeds Beckett University (“the University”), and comprises the standards and commitments expected of our Governors.

It should be read in conjunction with the Instrument and Articles of Government, the Board’s Statement of Primary Responsibilities, and the Standing Orders for the Conduct of Meetings, which set out the manner in which the Board operates.

All members of the Board are expected to observe the seven Principles of Public Life (the Nolan Principles, 1995)¹, the Primary Elements of Higher Education Governance set out in the Committee of University Chairs’ Higher Education Code on Governance (2020)², and the Office for Students’ Public Interest Governance Principles, notably Principle IX, which requires members of the Board to be “fit and proper” persons³.

GENERAL DUTIES AND OBLIGATIONS

1. Governors must act within the Instrument and Articles of the University and the law, and abide by the policies and procedures of the University. This includes having a knowledge of the contents of the Instrument and Articles, and the relevant policies and procedures.
2. Governors should provide strategic direction, and support and champion the University’s vision, mission and the values these encompass, making any skills, knowledge or experience they have available and seeking to be involved in University life.
3. Governors should develop and maintain a sound and up-to-date knowledge of the University and its environment. This will include an understanding of how it operates and the extent of its work, the higher education sector, and the changing social, political, geographic and economic context in which it operates.
4. Governors have a fiduciary duty to the University, and should act with reasonable care, skill, honesty and diligence in fulfilling their responsibility to ensure that the University operates and is managed effectively and appropriately, raising issues and questions, as a critical friend, in a proper and sensitive way.
5. Governors must respect the principle of collective decision-making and corporate responsibility by which the Board operates, and understand that a decision taken by the Board, even when not unanimous, is a decision taken by governors collectively.
6. Governors 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,

¹ <https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>

² <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>

³ <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/public-interest-governance-principles/>

these papers will be marked as such and only shared with members of the Board and, where appropriate, members of the University's senior management.

7. Governors should make an active contribution to the Board, including participating in induction, training and performance review, sharing their perspective, skills and experience for the long-term benefit of the University, with fellow Governors appointing new members in accordance with agreed selection criteria.
8. Governors should use the University's resources responsibly and, if claiming expenses, will do so in line with our Financial Regulations.
9. Governors should seek to be accountable for their actions as a member of the University's Board of Governors and a charitable trustee, and will submit themselves to whatever scrutiny is appropriate.

PUBLIC ACCOUNTABILITY

10. Governors are responsible for ensuring that public funds are used in accordance with the terms and conditions of funding set out by the Office for Students and any associated responsibilities.
11. Governors are accountable for the proper use of income derived from other public and private sources and must monitor the expenditure of all funds.
12. Governors are ultimately accountable for all institutional activities and must discharge their responsibilities to the University with due regard to the reputational and financial implications of the decisions they take, taking into account the interests of the University's students, its staff and, where appropriate, the wider community.
13. The University is an exempt charity under the Charities Act 2001 and so the Board of Governors is also the board of trustees of the charity. Governors should ensure be mindful of their duties as charity trustees and ensure that the University delivers its charitable purposes for the public benefit and submits any required information to the Office for Students in its role as the principal regulator of exempt charities.⁴

MANAGING INTERESTS

14. Governors should not gain materially or financially from their involvement with the University, and should not accept any gifts, rewards or hospitality from any organisation or individual that would cause them to reach a position whereby they might be, or might be deemed by others to have been, influenced in making a business decision as a consequence of accepting such hospitality.
15. Governors should consequently be mindful of their obligations under University's Conflict of Interest Policy, the Counter Fraud and Anti-Bribery & Corruption policy and the Financial

⁴ https://www.officeforstudents.org.uk/media/1449/ofs2018_23.pdf

Regulations. Governors in receipt of any gifts or hospitality are obliged to notify the Registrar & Secretary promptly and ensure items are entered on the Governor Gift Register.

16. Governors must act in the best interests of the University as a whole, and not as a representative of any group, internal or external to the University. Governors should consider what is best for the University and its present and future beneficiaries in all its decision making and avoiding bringing the University into disrepute.
17. Governors should avoid situations where their direct or indirect personal interests conflict, or may be perceived to conflict, with their duty as a Governor to act in the interests of the University. Where there is a conflict of interest, Governors should ensure that this is managed effectively in line with any agreed policy, and should notify the Registrar & Secretary in the first instance should their interests change during the course of the year.
18. Failure to declare a conflict of interest may be considered to be a breach of this Code.

MEETINGS

19. Governors should regularly attend all appropriate Board and committee meetings or give apologies for absence. Where meetings are scheduled to be on campus, governors are expected to make all efforts to attend in person.
20. Governors should prepare fully for all meetings. This will include reading papers, querying anything they do not understand with an appropriate member of the University Executive Team or another governor, thinking through issues before meetings and providing any necessary information required of governors, in relation to the governance, regulation or legal requirements of the University.
21. Governors 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.

BOARD CULTURE AND RELATIONS WITH OTHERS

22. Governors should lead by example, acting in a manner consistent with their general duties and upholding the University's values⁵ and the highest standards of integrity in Board meetings and beyond, championing an environment that supports students and colleagues to thrive.
23. Governors should act independently and, where they are also an employee of the University, should maintain the clear separation of their role and responsibilities as a Governor from their day-to-day duties as an employee.
24. Governors should contribute to an organisational culture which, among other elements, fosters relationships based on mutual respect, trust and honesty. This includes playing a part

⁵ <https://www.leedsbeckett.ac.uk/peopledevelopment/values/>

in ensuring boardroom discussions between the Board and the executive are inclusive while allowing for constructive and intelligent debate and challenge.

25. Governors 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.
26. Governors should recognise that the roles of members of the Board as governors, University managers, employees and students are different and seek to understand and respect the different stakeholder roles, and support and encourage all those they come into contact with.
27. Governors should be mindful of and support the University's commitment to the principle, promotion, and protection of freedom of speech within the law, including academic freedom. The Code of Practice on Freedom of Speech⁶ sets out the University's values and expectations in relation to freedom of speech, the steps the University will take to promote and secure freedom of speech within the law and summarises the University procedures in place to procure compliance.
28. Any public comments made by Governors on the governance, management or institutional policies of the University should be well informed and considered, whether they are made as an individual or as a Governor. For the avoidance of doubt, this requirement is distinct from the views and opinions which academic staff and students are free to express, within the law, to both question and test received wisdom and to put forward new ideas or unpopular opinions, which is a fundamental principle of all universities, as outlined in the Articles of Government and the University's policies on freedom of speech and expression.

APPOINTMENTS AND RESIGNATIONS

29. In accordance with the Instrument of Government (3)(1), all governors, with the exception of the Vice Chancellor, are appointed to the Board, by the Board. The Board is authorised to determine the process of appointing, the qualification of members and their respective categories, within the framework and provisions contained within the governing documents.

⁶ <https://www.leedsbeckett.ac.uk/Our-university/Public-information/Regulatory-compliance-and-assurance/Freedom-of-Speech-and-Expression>

DECLARATION

- 30. I, the undersigned, have read and understood the Governor Code of Conduct.

- 31. I understand that, in accordance with section 6(3)(b) of the Instrument of Government and the provisions of the Higher Education Code of Governance, a substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from, or being removed from the Board of Governors. Any such procedures will be determined by the Chair, as appropriate to the circumstance, in consultation with the Registrar & Secretary and where necessary, the Board's committee chairs.

- 32. I understand that should this occur, I will be given the opportunity to be heard, if necessary by the full Board. In the event that I am asked to resign from the board I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.

- 33. If I wish to cease being a Governor of Leeds Beckett at any time, I will inform the Chair in advance in writing, stating my reasons for leaving.

- 34. Should a governor wish to make a complaint about another member of the Board, a member of staff or student of the University, it should be raised with the Chair of the Board and/or the Registrar & Secretary in the first instance.

- 35. If the complaint relates to the Registrar & Secretary it should be raised with the Chair of the Board and the Vice Chancellor.

- 36. If the complaint relates to the Chair of the Board, it should be made to the Chair of the Audit Committee where they have no involvement in the review of the Chair of the Board's performance or in deciding their remuneration and can therefore undertake an independent and objective review of any issues raised. Where the Chair of the Audit Committee is also the Deputy Chair and so involved in the Chair's review process, complaints should be made to the Chair of the Governance & Nominations Committee.

Signed

Name

Date

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