

Code of Conduct

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Introduction

This Code is intended to provide guidance to Council members on the standards of conduct and accountability expected of them in their role as governors of the University and charity trustees.

Those covered by this Code are expected to be familiar with the following:

- [Ordinances of the University](#)
- [University Charter](#)
- [The University Strategy](#)
- [The CUC Higher Education Code of Governance](#)

Public Service Values

The University Council has adopted the seven principles of public life ([The Nolan Principles](#)) as the basis of the ethical standards expected of those in scope of this code. These principles are:

- **Selflessness** – Council members should act in the interests of the University and not in order to gain financial or other benefit.
- **Integrity** – Council members must avoid placing themselves under any obligation to outside individuals or organisations that might influence the performance of duties to the University.
- **Objectivity** – Council members must act and take decisions impartially, fairly and on merit, using the best evidence without discrimination or bias.
- **Accountability** – Council members are accountable to the University community and the wider public for decisions and actions.
- **Openness** – Council members should act and take decisions in an open and transparent manner as far as possible, without compromising matters which must remain confidential.
- **Honesty** – Council members should be truthful, and ensure they declare any interests relating to their duties.
- **Leadership** – Council members should exhibit these principles through behaviour, actively promoting and supporting these principles, and being prepared to challenge poor behaviour wherever it occurs.

These principles should inform the actions and decisions of those in scope when carrying out their University roles.

The Objects of the University

The Objects of the University are for the public benefit to advance education, learning and research through the provision, support and maintenance of a University.

Roles and responsibilities of members

Duty of Care

As a trustee each Council member owes the University a duty of care, which means they must give enough time, thought and energy to their duties and make reasonable use of their skills and experience to carry out that duty responsibly. They should show the University the highest loyalty, acting honestly, diligently and in good faith in its best interests. Their actions should promote and protect the good reputation of the University and the trust and confidence of those with whom it deals. Council members must not misuse their position, for example, by using information acquired in the course of their duties for private interests or those of others.

Duty of Prudence

Council members are required to carry out their duties according to the standards of an ordinary prudent business person. For charity trustees, this means that they should ensure that charity property is used appropriately, prudently, lawfully and in accordance with the promotion of the charity's specific charitable purposes.

Safeguarding of public funds

Council members have a duty to ensure the safeguarding of public funds and the proper custody of assets which have been publicly funded. They must carry out this duty responsibly, ensuring that the University uses resources efficiently, economically and effectively. See the [University's Financial Regulations](#) for further information.

External members are not remunerated for their role on Council but are permitted to claim expenses relating to travel and, if necessary, overnight accommodation. Please refer to the University's [Travel, Gifts and Expenses Policy](#)

Fit and Proper Persons

Members of Council are asked on appointment to sign a statement that they have no disclosable criminal convictions and that they are a 'fit and proper' person. Members are asked to confirm this statement annually and to inform the University Secretary of any potential criminal charges at any time. Please refer to the [Fit and Proper Person Policy](#).

General conduct

Council members must comply with the law and with the University's [policies and procedures relating to equality and diversity](#). Members should treat others with respect and must not use language that others may find offensive.

Members must not endanger the health, safety or security of themselves or others, and should adhere to the University's [Health and Safety policies](#).

Confidentiality

Council members must not disclose without authority any confidential information concerning the University or its trusts or subsidiary companies. This duty continues to apply after members have served their term on Council or following their dismissal.

Data Protection

Council members must comply with the provisions of the Data Protection legislation which governs the protection of personal data. All personal data held about students and employees and others, whether on paper or electronically is subject to the provisions of the Act. The [University's Data Protection Policy](#) offers further guidance.

Public statements

Council members should not make statements to the press or media or at any public meeting relating to the proceedings of the University or its committees without first having obtained the approval of the President or, in his or her absence, the Vice President(s). It is unethical for Council members publicly to criticise or reveal the views of other Council Members which have been expressed at meetings of the Council or its committees.

Representing the University

In representing the University at external events and in dealings with outside bodies, Council members must uphold and promote the University's interests and objects. Members of Council must not exhibit behaviour or engage in activity whether within or external to the University that may damage the good reputation of the University or be likely to bring its name into disrepute. Members should be aware of the [Social Media Policy](#) and ensure that they are mindful of any social media posts that they make that have reference to the University.

Conflicts of Interest

Declarations of Interests

Council members should take all reasonable steps to ensure that no undeclared conflict arises, or could reasonably be perceived to arise, between their duties and their personal interests, financial or otherwise. Members will be asked to declare any conflicts of interest upon appointment and review this annually; any new interests in the meantime should be declared to

the University Secretary in order that this can be recorded. Please refer to the [Conflict and Declaration of Interests Guidance](#)

In addition, a list of conflicts will be presented to each meeting of the board and members should highlight if they have any interest that could conflict with any items on the agenda at the start of the meeting. If a conflict of interest arises during the course of a meeting or discussion, it should be immediately declared. The person affected should not comment or vote on this particular matter and could be asked to leave the meeting whilst the item is discussed if deemed appropriate by the Chair.

University's publication scheme

Council must stand accountable to the public and University staff and students and should therefore aim to conduct its business openly and transparently. Minutes are published as part of a [Publication Scheme](#) via Information Management and Policy Services (IMPS). In addition, all staff can request access to Council papers (subject to any redaction) via the [Availability of Council and Senate papers](#).

Decision making and collective responsibility

Decision making

Decisions taken by Council members at meetings must always be in line with the University's objects, for the benefit of the University, its students and staff, and must be tested against the imperative of the proper and effective use of public funds. Accordingly, Council members must not be motivated by any improper purpose or personal motive.

Staff and student representatives

Members of Council who are staff or students must recognise that their duties as members of Council take precedence over their duties or obligations as a member of staff or as a student. This also applies to any association or connection with other organisations, in regard to matters that may relate to Council or its business, including where they act as a director of the University owned company. Members who are nominated by particular constituencies should not act as if delegated by the group they represent.

Collective responsibility

Council members must respect the principle of collective decision-making and corporate responsibility. This means that once the Council has made a decision all members of the board share responsibility for the decision, regardless of whether they personally agree with it or not,

and regardless of whether they are present at the meeting or not. It is in everyone's interests, therefore, that all members attend and prepare in advance of the meeting.

Appraisals

In order to promote more effective governance, an appraisal of members' performance in respect of this code will be undertaken by the Chair or Vice-Chair(s) on an annual basis. An appraisal of the Chair will also be undertaken on the same basis.

Reporting Concerns

If you are aware of potentially dishonest or fraudulent activity within the University, its trusts or subsidiaries, or material breaches of this code you must report it to the President or the University Secretary.

Removal of a member of University Council

Council may remove a member (including internal members) from office for good cause. This may include but is not limited to circumstances where:

- a member is unable or unfit to discharge the functions of a member;
- a member is no longer able to meet the requirements of a 'fit and proper' person; or
- a member has not acted in accordance with this Code or any of its associated regulations.

Where there are concerns about a member of the Council, the Chair will notify the member of the concerns and that the Council intends to consider whether the member should be removed.

If a member has not attended meetings for a 12 month period, then it would be usual to deem them to have resigned.

Version Control

Version	Keeper	Reviewed	Approved by	Approval date
1.0	Governance	Every 3 years	Appointments Committee	01.02.2024
