

Code of Conduct for Governors, External Committee Members, University Officers and Senior Post Holders

1.0 Introduction

- 1.1 This Code sets out the standards of conduct and personal responsibility and accountability expected of governors, external committee members and officers by the University of Northampton Higher Education Corporation
This code aims to make clear the standards expected of those in scope

2.0 Scope

- 2.1 This is a corporate Code of Conduct and applies to :
- Senior Post Holders
 - Members of the Board of Governors
 - External Committee members
 - Officers of the University
- 2.2 Acceptance of appointment as any of the above is construed as acceptance of this Code

3.0 Definitions

Throughout this document:

- 3.1 'Governors' refers to those appointed as members of the Board of Governors of the University and members of the University of Northampton Higher Education Corporation
- 3.2 'Members' refers to those appointed as external members of the University's committees
- 3.3 'Officers' refers to those appointed to honorary rather than employee roles to act on behalf of the University, such as the Chancellor and Pro-Chancellor
- 3.4 'Senior post holders' are as defined under University Bye-Law 12.3
- 3.5 'Corporation' refers to the University of Northampton Higher Education Corporation

4.0 Policy Statement

Duties

- 4.1 All of those in scope owe a fiduciary duty to the University and must 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

- 4.2 The University is an exempt charity and governors are its trustees. Governors therefore also owe the University the above duties in their role as charitable trustees
- 4.3 The duties of governors are set out in this Code, the Instrument and Articles, the Board's Statement of Primary Responsibilities, the University's Bye-Laws and Scheme of Delegation, and the Terms and Conditions of Funding as published by the Office for Students
- 4.4 In addition to this Code, governors and external committee members are expected to familiarise themselves with the:
- Instrument and Articles of Association
 - Bye-Laws and Scheme of Delegation
 - Strategic Plan
 - Terms and Conditions of Funding as published by the Office for Students
 - Higher Education Code of Governance, which has been formally adopted by the Board of Governors
 - Public Interest Governance Principles, which provide the framework in which the Office for Students expects the University to be governed
 - Section 124 of the Education Reform Act 1988 which sets out the powers of a Higher Education Corporation
- 4.5 The Board of Governors has formally adopted the seven principles of public life as the basis of the ethical standards expected of those in scope of this code. These principles are:
- Selflessness** – acting in the interests of the University and not in order to gain financial or other benefit
- Integrity** – avoiding any obligation to outside individuals or organisations that might influence the performance of duties to the University
- Objectivity** – taking decisions impartially, fairly and on merit, using the best evidence without discrimination or bias
- Accountability** – being accountable to the University community and the wider public for decisions and actions
- Openness** – acting and taking decisions in an open and transparent manner as far as possible, without compromising matters which must remain confidential
- Honesty** – being truthful, declaring any interests relating to their duties
- Leadership** – exhibiting these principles through behaviour, actively promoting and supporting these principles, and being prepared to challenge poor behaviour
- These principles should inform the actions and decisions of those in scope when carrying out their University roles
- 4.6 Governors 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
- 4.7 Academic staff at the University have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or

any privileges they may have at the University. Those in scope have a duty to uphold academic freedom and the University's policy on Freedom of Expression

Decision Making and Collective Responsibility

- 4.8 Decisions taken by at meetings of the Board and its committees must not serve any improper purpose or personal motive. Decisions must have as their intention the benefit of the University, and must be taken with due regard to their implications, likely long-term consequences, and to the interests of students, staff, regulators, tax payers, funders and the communities in which the University operates
- 4.9 The Corporation operates by taking decisions in a corporate manner, and if necessary by majority vote, at quorate meetings. A decision of the Board or of one of its committees, even if not unanimous, is a decision taken collectively, and each individual has a duty to stand by it. This applies whether or not the person concerned was present at the meeting when the decision was taken

Those in the scope of this Code:

- 4.10 Are not appointed as representatives or delegates of any outside body and must not allow themselves to be inappropriately influenced in their University work by outside interests
- 4.11 Must not be bound in their speaking or voting by mandates given to them by other bodies, persons or vested interests
- 4.12 Must not act on their own on behalf of the University without the proper authority of the Board
- 4.13 Must act within the terms of reference of the Board or committee on which they serve, and /or the role description given to them on appointment

Skill, Knowledge and Diligence

Those in the scope of this Code:

- 4.14 Should, in their work for the University, exercise reasonable care, skill and diligence, making use of such skills and experience as they possess.
- 4.15 Are expected to obtain and maintain an understanding of their duties and responsibilities and of the context in which they operate by participating in induction and development activities
- 4.16 Are expected to give sufficient time, thought and energy to their role

Reputation of the University

Those in the scope of this Code:

- 4.17 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
- 4.18 Must not make public statements relating to the business of the University without having first obtained the approval of the Chair, or the Deputy Chair in the absence of the Chair

Confidentiality

- 4.19 Governors, officers, members and senior post holders must keep confidential any matter which is designated confidential, and not discuss it elsewhere or allow confidential papers to be accessed by those who are not participants in the relevant meeting
- 4.20 – Remove to Bye-Laws
- 4.21 – Remove to Bye-Laws
- 4.22 – Remove to Bye-Laws
Governors, officers, members and senior post holders must not use information gained during the course of their work for the University for personal gain

Relationships

- 4.23 The University is committed to treating individuals fairly, with dignity and respect and thus expects integrity, honesty and fairness to be displayed by governors, officers, members and senior post holders, as well as by employees and students
- 4.24 Governors, officers, members and senior post holders should not act in any way that may damage the relationship of trust and confidence between the University and its employees or cause conflict with the University's Code of Conduct for Staff
- 4.25 Whilst those in scope of this code may be politically active, whilst acting in their University role, they should be seen to be politically impartial and even-handed in dealing with political parties

Conflicts of Interest

- 4.26 Governors, officers, members and senior post holders and should seek to avoid putting themselves in a position where there is a conflict, whether actual or potential, between their personal interests and their duties in the University. They should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement. Further details on conflicts of interest are set out in the Bye-Laws, section 8
- 4.27 Those in scope must not accept benefits from third parties by reason of their role in the University or for doing anything in that role

Adherence to University Regulations, Policies and Procedures

- 4.28 Those in scope of this code have a duty to ensure they are fully aware of and comply with all University regulations, policies and procedures.
These include but are not limited to regulations, policies and procedures on:
 - Financial Regulations
 - Health and Safety
 - Equality and Diversity
 - Risk Management
 - Gifts and Hospitality
 - Fraud, Bribery and Whistleblowing
 - Freedom of Expression
 - Prevent Duty

Attendance at Meetings

- 4.29 Governors and members are expected to prepare for, attend, and actively participate in meetings whenever they can to ensure that the business of the Board of Governors and its committees can be carried out effectively and with due expedition
- 4.30 Officers are expected to attend relevant meetings and events whenever they can
- 4.31 A governor, officer or member who is unable to attend relevant meetings and events on a regular basis should offer his or her resignation from office

Use of Resources

- 4.32 All University resources must be used for the purposes of the University and not for personal use, gain or other purposes. Resources include financial arrangements, IT equipment, email, internet, telephone and other University property

Fit and proper person:

- 4.33 Those in scope must be fit and proper persons. For the purposes of this Code, a fit and proper person:
- is of good character
 - has the qualifications, competence, skills and experience that are necessary for their role
 - is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed
 - not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated
- 4.34 Those in scope are expected to make a regular declaration that they fulfil the definition of a fit and proper person
- 4.35 Those in scope are expected to report immediately to their line manager or the Chair or Deputy Chair of the Board or Senior Independent Member as appropriate any of the following circumstances:
- disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
 - conviction of a criminal offence anywhere in the world
 - subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
 - involvement in any abuse of the tax systems
 - involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
 - involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection
 - dismissal from a position of trust or similar
 - involvement with a higher education provider that has had its registration refused or revoked by the Office for Students or has had similar action taken

against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position)

These circumstances are indicators that a person may not be a fit and proper person. In the event of the disclosure of one of the above circumstances, the Board will convene a Special Committee to investigate the matter and to make a recommendation to the Board about the continued suitability of the person concerned.

5.0 Breaches of this Code

- 5.1 Any alleged breach of this Code should be brought to the attention of the Clerk to the Board of Governors. The Clerk will consult the Chair, Deputy Chair or Senior Independent Member as appropriate, and a decision will be taken on how to address the matter. This may be through a meeting with the person concerned, or by bringing it before the Board of Governors, or a special committee of the Board convened for that purpose
- 5.2 Alleged breaches by the Clerk should be reported to the Chair of the Board
- 5.3 Where allegations relate to danger, fraud, illegal or unethical conduct, the Whistleblowing Policy should first be consulted

6.0 Key Responsibilities

- 6.1 Responsibility for the appropriateness of conduct as a governor, member, officer or senior post holder rests with the individual member
- 6.2 The Board of Governors approves and reviews this code
- 6.3 Queries about the application of this code should be addressed in the first instance to the Clerk to the Board of Governors

7.0 Associated University Policies/Guidance/Regulations

- 6.1 As set out in 4.4 and 4.26

8.0 Associated External Documents

- 7.1 As set out in 4.4

9.0 Approval and Review

Owner	Clerk to the Board of Governors
Department	Clerk's Office
Approved by	Board of Governors
Approval Date	16/03/2014
Schedule for Review	Bi-annual
Date of Last Review	20/06/2018
Date of Next Review	June 2020

10.0 Version Control

Version	Date	Comments
R1.0	Spring 2014	Approved by Board 16 March 2014
R1.1	August 2014	Update approved by Chair's action August 2014
R1.2	October 2016	Update to detail in section 4.4

R2.0	October 2016	Approved by Board 19 October 2016
R2.1	June 2018	Inclusion of Fit and Proper person principles and general updates. Approved by Board on 20 June 2018