



University of Essex



Code of Conduct for Governors

Council and Council sub-committees

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Table of Contents

Code of Conduct for Governors	1
Council and Council sub-committees	1
Introduction	1
Scope and definitions	1
Values	1
Powers	2
Skill, care and diligent performance	3
Duties and responsibilities	3
Induction, training and development	3
Attendance and preparation	3
Periods of absence and unavailability	4
Fiduciary and other duties	4
Use of Public and Charitable Funds	5
Statutory Accountability	5
Collective Responsibility	5
Openness, confidentiality and use of official information	6
Conduct, concerns and complaints	6
Conflicts of interest and loyalty	7
Political activity	8
University resources	8
Gifts and hospitality	8

Code of Conduct for Governors

Council and Council sub-committees

Introduction

1. The purpose of this Code is to provide all governors with guidance on the standards of behaviour, conduct and accountability which are expected by the University, and to ensure that there is a common understanding of members' legal and ethical duties. The Code assists members in carrying out their responsibilities and supports their relationship with the University and its Executive. The Code aims to promote effective, well-informed and accountable corporate and charitable governance, and is not intended to be a definitive or authoritative statement of the law.
2. Acceptance of appointment as a member of Council or as a member of one of the committees of Council and the University is construed as acceptance of this Code.

Scope and definitions

3. This Code applies to all governors in their capacity as members of Council, the committees of Council, and any forum or group established to support the work of Council. The Code also applies to every subsidiary company or joint venture of the University to which Governors may be appointed or over which they may have jurisdiction or responsibility whether explicit or implied.

Values

4. The University's mission, activities, behaviours and decision-making are underpinned by core values to which all members of the University subscribe. These are: excellence in education and research; academic freedom; integrity; community; inclusivity; innovation; global outlook; partnership; and accountability. As an exempt charity, the University and its charitable trustees must also operate within the principles for those holding public office, as laid down by the Nolan Committee:
 - a. 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.
 - b. Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

- c. **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 choices on merit.
 - d. **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.
 - e. **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - f. **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.
 - g. **Leadership:** Holders of public office should promote and support these principles by leadership and example.
5. The University is committed to tackling any and all forms of discrimination within its community, and to treating individuals fairly, with dignity and respect. It expects all members of Council to act with integrity, honesty and fairness and to be respectful of each other's views, listening, assessing and evaluating them without prejudice and, in their communications with other members of Council, to be open and transparent and inclusive of all members.
6. Council is committed to ensuring that it conducts its business in accordance with: the highest ethical standards; this Code; the public governance interest principles established by the Office for Students (OfS); the Committee of University Chairs' (CUC) Higher Education Code of Governance; the University's procurement guidance and financial regulations; and the Standing Orders for the Meetings of Council.
7. All Governors must be 'fit and proper persons' as defined by the OfS Regulatory Framework for Higher Education in England . This means that they are: (a) of good character; (b) have the qualifications, competence, skills and experience which are necessary for their role; (c) are able by reason of their health, after reasonable adjustments are made, to perform properly the tasks of the office or position for which they are appointed; and (d) have 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.

Powers

8. Governors are responsible for taking decisions pursuant to the University's charitable objects and within the powers given to the University, as described in the Royal Charter, the University Statutes and the Statement of Primary Responsibilities contained in Ordinance 12.

If a governor thinks that Council is likely to exceed its powers by taking a particular decision, they should immediately discuss the issue with the Chair and refer the matter to the Registrar and Secretary for advice. The position applies equally to governors who are members of other University committees.

Skill, care and diligent performance

9. All External members of Council are appointed on merit and expertise, in accordance with an open selection procedure overseen by the University's Nominations Committee. Individuals appointed to Council are drawn widely from the community, having regard to provisions on the membership of Council in the University's Charter and Statutes, and the need for continuity, balance and a range of appropriate experience, skills and interests. All members of Council are expected to perform the duties of their role competently and conscientiously, and undertake reasonable tasks requested by the University.
10. In order to promote effective governance, Governors are expected to participate in an annual review meeting with the Chair and Secretary to Council, and in the regular review of Council effectiveness.

Duties and responsibilities

Induction, training and development

11. Once appointed, members of Council are encouraged to obtain a thorough grounding in their duties and responsibilities, and should attend the University's induction programme for Governors. Members are expected to be familiar with this Code, the University's articles and instruments of governance, its Strategic Plan and associated Strategies and Supporting Strategies, the OfS Regulatory Framework, and the CUC Higher Education Code of Governance.
12. All members of Council are required to complete training modules that are deemed to be essential to their role, and to accept the terms of the University's IT Acceptable Use Policy prior to attending their first meeting or Council event. Members have a duty to ensure that they are fully aware of and compliant with University regulations, policies and procedures such as the financial regulations, material on data protection, intellectual property, bribery, and equality and diversity. They must also recognise their responsibility under relevant Health and Safety legislation and comply with the University's Health and Safety policy and procedures.

Attendance and preparation

13. A high level of attendance at meetings of Council and its committees, Council Away Days and other Council events (as advertised in the University's Diary of Meetings), is expected so that

Governors can perform their functions properly. In person attendance is preferred; however, members may attend meetings virtually, subject to the approval of the Chair.

14. Members of Council should prepare appropriately for all meetings, Away Days and Council events.

Periods of absence and unavailability

15. The University is committed to creating an enabling environment and wants to support all members of its community to maintain a healthy work and non-work balance. It is recognised that there may be circumstances when a member of Council may need to take a period of leave from their role. The University's Leave Policy for External Council and Committee Members describes the process and circumstances within which it might be appropriate, to request a period of leave. Separate arrangements are available to internal members of Council, and requests will be considered within the context of the University's suite of leave policies.
16. Failure to attend two or more Council meetings in any given academic year may result in the suspension or the removal of membership of Council and its committees, unless mitigating circumstances have been notified to the Registrar and Secretary or their nominee, and accepted by the Chair of Council. Members who are unable to attend meetings and events on a regular basis, and in circumstances where taking a period of leave would not be appropriate, should consider offering their resignation to the Chair.

Fiduciary and other duties

17. Governors owe a fiduciary duty to the University and must carry out such fiduciary duties responsibly. This means that they should show the University the highest loyalty and act in good faith in its best interests. Each person should act honestly, diligently and independently. Their actions should promote and protect the good reputation of the University and the trust and confidence of those with whom it deals, and safeguard the University's assets, information and confidential discussions affecting the University's property, plans and business. This duty continues after membership of Council has ceased.
18. Decisions taken by Governors must be for the benefit of the University and not serve any improper purpose or personal motive. The "benefit of the University" can be taken to mean, first and foremost, the pursuit of the University's charitable objects, the interests of its students, its staff and other users of the University's services, and the safeguarding of public and charitable funds. Consideration should be given to the long-term consequences of decisions and the impact on: education and research; the student experience and outcomes; the interests of employees; relationships with suppliers and other stakeholders; the community and environment; the financial sustainability of the University; and the University's reputation and standing.

19. 19. Those covered by this Code must not allow any sectional interest to take precedence. Council members are not representatives or delegates of any constituent group or outside body, and may not lawfully be bound in their speaking or voting by mandates given to them by other bodies, persons or vested interests.

Use of Public and Charitable Funds

20. 20. As defined in the Ordinances, Governors must take appropriate measures to ensure the University uses resources efficiently, economically, effectively and equitably, avoiding waste and extravagance. Governors have a duty both to ensure the safeguarding of public funds and to ensure the stewardship and the proper custody of the assets of the charity, including those which have been publicly funded. They should carry out this due with due regard to their fiduciary duty, and the principles of public office set out above.

Statutory Accountability

21. Governors are collectively responsible for observing the duties set out in the OfS Regulatory Framework; the University's continued compliance with the initial and ongoing conditions of registration are a condition of receiving public funds.
22. Council is responsible for the proper use of income derived from other public and private sources, such as tuition fees through Student Finance England, the National Health Service commissioning bodies and the European Union, including the monitoring of expenditure from such income, in order to meet the requirements of the relevant funding body and public audit.
23. They should carry out these responsibilities with due regard to their fiduciary duty, and the principles of public office set out above.

Collective Responsibility

24. Council operates by Governors taking majority decisions in a collegial manner at quorate meetings. Therefore, a decision, even when it is not unanimous, is a decision taken collectively and each individual has a duty to stand by it, whether or not they were present at the meeting when the decision was taken. No Governor can act on their own without the proper authority from Council, and all carry equal responsibility for decisions made.
25. If a Governor disagrees with a decision taken by Council or a committee, their first duty is to discuss the matter and ensure that this is recorded accurately in the minutes of the meeting. If the individual still disagrees strongly, they should consult the Chair and, if necessary, then raise the matter again with Council when it next meets, if appropriate. Alternatively, the Governor may decide to offer their resignation from office, after consulting the Chair.
26. Governors are expected to promote the interests of the University and contribute positively to initiatives that are designed to raise awareness of Council, its committees and its work across the University.

Openness, confidentiality and use of official information

27. Under the terms of the Freedom of Information Act 2000, the University is designated as a public body, meaning that anyone has the right to ask for information it holds. All correspondence and documents in relation to the University, and their subsequent revisions, are subject to the provisions of the Freedom of Information Act 2000 and the Data Protection Act 2018.
28. In keeping with the University's values and commitment to transparency and accountability, the University publishes the agenda and minutes of meetings of Council on its website. Papers relating to meetings of Council, its committees and groups are normally available for public inspection once they have been approved. There are occasions, however, when the record of discussions and decisions are not made available for public inspection; for example, when Council is considering sensitive or commercial issues, or matters relating to named individuals, and for other good reasons. Such excluded items are kept confidential.
29. It is important that Council and its committees 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. All members of Council should maintain confidentiality on all matters classified as confidential, and, when a matter is classified as restricted, members should act to uphold the designated information security classification.

Conduct, concerns and complaints

30. Members of Council must not exhibit behaviour or engage in activity, whether it be within or external to the University, that may damage the good reputation of the University. Without providing a precise definition of conduct which is unacceptable, examples include but are not limited to:
 - Aggressive or offensive language or behaviour, including physical violence
 - Behaviour bringing the University's good name or reputation into disrepute
 - Breach of confidentiality or trust
 - Consistent failure to read papers
 - Consistent failure or refusal to complete essential training modules
 - Consistent inappropriate interpolation in meeting discussions
 - Consistent lack of attendance
 - Consistent lack of engagement with the business of Council
 - Consistent refusal to comply with reasonable requests made by the Chair
 - Criminal damage on the University's premises
 - Discriminatory behaviour
 - Failure to observe and comply with relevant University policies and/or procedures
 - Failure to observe Health and Safety regulations
 - Fraud or deliberate falsification of records
 - Harassment or bullying
 - Misuse of University equipment and resources including IT, email and the internet
 - Serious breach of security or of financial procedures
 - Serious breach of information or data

- Serious incapability during University duties due to the influence of alcohol or illegal substances
31. Governors should not make statements relating to the University or the proceedings of Council and its committees to the press or media, on social media, or at any public meeting without first having obtained the approval of the Chair through the Secretary to Council. Should this approval be granted, the University's Communications and External Relations Section must be notified in advance of any statements being released. It is unethical for Governors publicly to criticise, canvas or reveal the lawful views of other Governors which have been expressed at meetings of Council or its committees.
 32. In order to ensure that the affairs of the University are conducted in an open and transparent manner, that the University is accountable for its use of public funds and that the University can demonstrate accountability to its employees, its students and the community it serves, the University has established appropriate arrangements for individuals to raise serious concerns, which are in the public interest, at senior levels within the University. All Governors are subject to the terms of, and the protections afforded by, the University's Whistleblowing Policy and Procedures.
 33. The University has also established appropriate procedures to manage complaints of a personal nature that are made against members of Council or Governors. Concerns of this nature can be raised directly to the Registrar and Secretary, or directly with the Chair or the Senior Independent Director, if the concerns relate to a senior post holder.
 34. Allegations of misconduct, or complaints of a breach of this Code, will be investigated in accordance with Ordinance 41 and Ordinance 43, and the University's Whistleblowing Policy, and could result in the suspension or removal of membership of Council and its committees.

Conflicts of interest and loyalty

35. Members of Council should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal or professional interests and their duties to Council or its committees. They should not allow any conflict of interest or loyalty to arise that might interfere with the exercise of their independent judgement.
36. All interests must be disclosed routinely to the University, in accordance with the University's Financial Regulations and the associated Financial Procedure Note (13). The interests, financial or otherwise, which they or their spouses, children or other close relatives may have, must be disclosed to the Governance Office so that a Register of Interests may be maintained.
37. For the purpose of this Code, 'interest' is where there is a supply of works or goods, contract or proposed contract, or other matter, private or personal, under consideration by Council or its committees. A person could be perceived to be conflicted if their role as a Governor may create a chance of financial gain, kinship, friendship, or membership of a commercial

company, an association or trade union, trusteeship or if any other benefits may be perceived to arise or potentially to arise from any other private or personal relationship they have.

Political activity

38. While Governors may be politically active, in the conduct of their work on Council, its committees or in service to the University, they should be (and be seen to be) politically impartial and even-handed in dealing with political parties. Guidance from The Cabinet Office Code of Conduct for Board Members of Public Bodies should be used if concerns arise about undue political activity by those covered by the Code.

University resources

39. All University resources must be used for the purposes of the University and not for personal use, gain or other purposes. Resources include financial resources, IT equipment, email, internet, telephone and other University property.
40. All expenses claims must be submitted no later than a month after the expense was incurred. The Director of Finance, Planning and Data Insight reserves the right to reject claims submitted after this time.
41. When claiming expenses, members of Council must comply with the University's financial regulations and take personal responsibility for any HM Revenue and Customs requirements which affect them.
42. Governors must abide by the University's financial regulations.

Gifts and hospitality

43. Governors must not accept gifts, hospitality or benefits of any kind from a third party where this might be seen to compromise their personal judgement or integrity or where this might place the person under improper or inappropriate obligation. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Registrar and Secretary, and University guidance followed in accordance with the Gifts and Hospitality Policy.
44. In canvassing for gifts, donations or benefits as part of the philanthropic and fundraising work of the University, Governors must ensure the appropriate ethical position declared by the University is maintained, and ensure gifts and benefits are retained by the University without making commitments that the University cannot fulfil.
45. The Registrar and Secretary holds a Register of Gifts and Hospitality personal to governors and senior personnel. It is open for public inspection by contacting the Information Assurance Manager.

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