



STRANMILLIS UNIVERSITY COLLEGE
A College of Queen's University Belfast

CODE OF CONDUCT FOR MEMBERS OF THE GOVERNING BODY

Revised December 2014

CODE OF CONDUCT FOR MEMBERS OF THE GOVERNING BODY,

1. Introduction

This document sets out a code of conduct for Governors. It is based on a Cabinet Office model issued by the Department of Finance & Personnel (DFP) in February 2006. .

2. Public Service Values

Members of the Governing Body must at all times:

- a. observe the highest standards of propriety, involving **impartiality, integrity and objectivity** in relation to stewardship of public funds and management of the University College.
- b. maximise **value for money** through ensuring that services are delivered in the most economical, efficient and effective way, within available resources, and with independent validation of performance wherever practicable. Value for money is not the lowest price: it is the optimum combination of whole life costs and quality to meet the user's requirement.
- c. be **accountable** to the NI Assembly users of services, individual citizens and staff for the activities of the University College, its stewardship of public funds and the extent to which key performance targets and objectives have been met.
- d. comply fully with the principles of openness and responsiveness to requests for information from the NI Assembly, users of services and individual citizens and obligations under the Freedom of Information Act 2000.

3. Relationship with the Sponsor Department

The Minister and Permanent Secretary at the Department for Employment and Learning are answerable to the NI Assembly for the policies and performance of all public bodies sponsored by DEL, including their use of resources and the policy framework within which they operate. The respective roles of DEL and the Governing Body of the University College are set out in the Financial Memorandum, specifying the terms on which the University College receives and spends its funds.

4. Communication with the Minister for Employment and Learning

Communications between the Governing Body and the Minister will normally be through the Chair, except where the Governing Body has agreed that an individual member should act on its behalf. Nevertheless, individual members have the right of access to the Minister on any matter which they believe raises important issues relating to their duties as members of the Governing Body. In such cases, the agreement of the rest of the Governing Body would normally be sought.

5. Day-To-Day Business between the University College and DEL

Day-to-day business between the University College and DEL will be conducted by the Principal or another member of staff who is authorised to act on behalf of the Governing Body.

6. Induction of New Members of the Governing Body

The Chair should ensure that all members of the Governing Body, when taking up office, are fully briefed on the terms of their appointment, and on their duties and responsibilities. They should also be given a copy of this Code of Conduct; other relevant background material such as the University College's Financial Memorandum; its latest corporate plan and annual reports and accounts; notes describing the University College's organisational structure and basis of operation; and the, standing orders, rules and procedures of the Governing Body as well as the Treasury Handbook 'Regularity & Propriety'. The Chair should encourage new members of the Governing Body to attend an induction course on the duties of members of public bodies, or some other suitable induction programme.

7. Leadership of the University College

The Chairman has particular responsibility, along with the Principal, for providing effective strategic leadership of the University College on matters such as:

- a. formulating the Governing Body's strategy for discharging its statutory duties.
- b. representing the views of the Governing Body to the general public.
- c. ensuring that the Governing Body, in reaching decisions, takes proper account of guidance provided by the Minister and the Department for Employment and Learning (DEL) and also the Department of Education (DE).
- d. encouraging high standards of propriety, and promoting efficient and effective use of staff and other resources throughout the organisation.
- e. providing an annual assessment of performance of individual members of the Governing Body, on request and, if necessary, when they are being considered for reappointment to the Governing Body or appointment to the Governing Body of another public body.

8. Governing Body Meetings

The Chair should ensure that the Governing Body meets at regular intervals throughout the year; and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual members of the Governing Body.

All Governing Body Members are expected to conduct themselves in a professional manner at meetings, to demonstrate courtesy for others and to listen to and acknowledge others' points of view.

9. Corporate Responsibilities of Members of the Governing Body.

Members of the Governing Body have corporate responsibility for ensuring that the University College complies with any statutory or administrative requirements for the use of public funds. Other important responsibilities of members of the Governing Body include:

- a. establishing the overall strategic direction of the organisation within the policy and resources framework agreed with the DEL and DE.
- b. ensuring that the University College follows the principles of openness, which includes giving prompt responses to public requests for information including compliance with the Freedom of Information Act 2000.
- c. ensuring that the University College operates sound environmental policies and practices.
- d. ensuring that high standards of corporate governance are observed at all times.
- e. overseeing the delivery of planned results by monitoring performance against agreed strategic objectives and targets.
- f. ensuring that, in reaching decisions, the University College has taken into account any guidance issued by the DEL and DE.
- g. ensuring that the University College operates within the limits of its statutory authority, the delegated authority agreed with the DEL and in accordance with any other conditions relating to the use of public funds.

10. Responsibilities of Individual members of the Governing Body

Individual members of the Governing Body should also be aware of their wider responsibilities as members of the Governing Body. Like others who serve the public, they should follow the seven principles of public life set out by the Committee on Standards in Public Life (the Nolan Committee). These are set out at Annex A.

Members of the Governing Body must:

- a. undertake on appointment to comply at all times with this Code of Conduct and with rules relating to the use of public funds.
- b. act in good faith and in the best interests of the University College.
- c. not misuse information gained in the course of their public service for personal gain or for political purposes, nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations.

- d. ensure that they comply with the Governing Body's rules on the acceptance of gifts and hospitality and declare any private interests which may be perceived to conflict with their Governing Body responsibilities in accordance with the rules in Annex B.

11. Political Activity

Members of the Governing Body are expected not to occupy paid party political posts or hold particularly sensitive or high profile unpaid roles in a political party. However, part-time members are free to engage in political activities, provided that they are conscious of their general public responsibilities and exercise a proper discretion, particularly in regard to the work of the University College. On matters directly affecting that work, they should not make political speeches or engage in other political activities.

12. Removal from Office

A member of the Governing Body may be removed from office under the provisions of paragraph 14 of the Instrument of Government and/or Schedule 2 of the Colleges of Education (NI) Order 2005.

13. Personal Liability of Governing Body Members

Although any legal proceedings initiated by a third party are likely to be brought against the University College, in exceptional cases proceedings (civil or criminal) may be brought against the Chairman or other individual members of the Governing Body. For example, a member of the Governing Body may be personally liable if he or she makes a fraudulent or negligent statement which results in loss to a third party. Members of the Governing Body who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

However, individual members of the Governing Body who act honestly, reasonably, in good faith and without negligence should not normally incur any liability in an individual capacity, provided they are acting in furtherance of their Governing Body functions and save where a person has acted recklessly. Details of the University College's liability insurance can be obtained from the Secretary of the Governing Body.

14. Professional Advice

Members of the Governing Body may wish to seek legal or other independent professional advice in the furtherance of their duties. Normally they should consult the University College's legal advisers.

15. Financial Interests of Members of the Governing Body

Members of the Governing Body should declare any personal or business interests which may conflict with their responsibilities. Guidance on the acceptance of gifts,

hospitality and awards is given at Annex C. Guidance on declaring and registering interests is at Annex D.

16. Delegation

With the exception of the Principal and staff representatives, Members of the Governing Body serve on a part-time basis. Responsibility for day-to-day matters is therefore delegated to staff so far as is practicable, within a clearly understood framework of control.

The Governing Body may also decide to delegate, where it has power to do so, responsibility for specified matters to individual members or committees of the University College. Decisions taken under delegated powers should be reported to the next meeting of the Governing Body and recorded in the minutes thereof. The Governing Body should issue guidance covering those matters delegated to staff and those reserved for decision by the Governing Body. The latter are likely to include issues of corporate strategy, key strategic objectives and targets, major decisions involving the use of financial and other resources and personnel issues including key appointments and standards of conduct.

17. Strategic Planning and Control

The Governing Body is responsible for overseeing the production of a corporate plan. Preparing the corporate plan provides an opportunity for the University College to determine its key strategic objectives and targets; and to agree with the Minister or officials on his or her behalf, the policy and resources framework within which the University College will discharge its duties.

18. Openness and Transparency

Members of the Governing Body and University College management should conduct all their dealings with the public in an open and responsible way. They should take account of the Standard of Best Practice for Openness in Executive NDPBs and NHS bodies in the 'First Report of the Committee on Standards in Public Life' (Cm 2850-I). Wherever possible, the Governing Body should provide for access to records of their decisions and should publicise the arrangements made.

Members of the Governing Body are responsible for providing the NI Assembly (including their Committees) and the public with as full information as may be reasonably requested concerning their policy decisions and actions. They should be able to demonstrate that they are using resources to good effect, with probity, and without grounds for criticism that public funds are being used for private, partisan or party political purposes. Members of the Governing Body and University College staff should conduct all their dealings with the public in an open and responsible way. Members should act consistently with the nature of the University College's business and with the need for confidentiality on commercial, data protection or other grounds, subject to the right of the NI Assembly and/or Parliament including their Committees and the Comptroller and Auditor General to obtain information.

19. Accountability for Public Funds

Members of the Governing Body have a duty to ensure that public funds which for this purpose include all forms of receipts from fees, charges and other sources are properly safeguarded. The custody of other assets should be secured. Members must ensure that at all times the University College conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance in Government Accounting Northern Ireland (GANI) and other guidance issued by DFP and/or DEL.

Members of the Governing Body are responsible for ensuring that the University College does not exceed its powers or functions, which may be defined in statute or otherwise, or through limitations on its authority to incur expenditure. Members are normally advised on these matters by the Principal and the University College's legal advisers.

20. Annual Report and Accounts

As part of its responsibilities for the stewardship of public funds, the Governing Body should ensure that a full statement of the use of such resources is included in the annual report and accounts. These accounts should be prepared in accordance with the Accounts Direction issued by DEL, and such other guidance as may be issued, from time to time, by DFP.

The University College's annual report and accounts should be well publicised including through the College's website. The annual report should contain a summary of the annual accounts and details of how to obtain the full accounts. It should also state whether the report on the annual accounts is qualified and provide details if this is the case.

The annual report should:

- a. provide a full description of the University College's activities
- b. state the extent to which key strategic objectives and agreed financial and other performance targets have been met
- c. list the names of the current Members of the Governing Body and senior staff
- d. give details of remuneration of members of the Governing Body and senior staff in accordance with Treasury guidance
- e. contain information on access to the register of members' interests.

21. The Role of the Accounting Officer

The Principal has responsibility, under the Governing Body, for the overall organisation, management, and staffing of the University College and for its procedures in financial and other matters, including conduct and discipline. This involves promoting, by leadership and example, the values embodied in the Nolan Committee's seven principles of public life. Members of the Governing Body should support the Principal in undertaking this responsibility.

The Principal is the University College's designated Accounting Officer. He/she is responsible to the NI Assembly, Parliament and the Accounting Officer of the DEL for the resources under his/her control. He/she has personal responsibility for the propriety and regularity of the public finances for which the University College is answerable; for keeping proper accounts; for prudent and economical administration; for avoiding of waste and extravagance; and for the efficient and effective use of all the resources in the University College's charge. The Accounting Officer has a responsibility to see that appropriate advice is tendered to the Governing Body on all these matters.

More detailed guidance on the role of an Accounting Officer is set out in the NDPB Accounting Officer Memorandum issued by DFP, which covers appearances before the Public Accounts Committee of the NI Assembly and of the House of Commons. A Public Accounts Committee may invite a Member to give evidence to the Committee. All Governing Body members should ensure that they have a copy of this document. The Treasury's handbook 'Regularity and Propriety', describes what these concepts mean in a financial context. Although the handbook is intended primarily for Accounting Officers, Governing Body members should also familiarise themselves with it.

22. Attendance at the Audit and Risk Assurance Committee

The Terms of Reference and current membership of the University College's Audit and Risk Assurance Committee are set out in the Governing Body's Operating Framework. As the responsibilities of the Audit and Risk Assurance Committee will overlap with those of the Accounting Officer, he or she should attend all meetings of the Audit and Risk Assurance Committee.

23. The University College as Employer

The Governing Body should ensure that:

- a. The University College complies with all relevant employment legislation, and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by public bodies. All staff should be familiar with the University College's main aims and objectives.
- b. The University College adopts management practices which use resources in the most efficient and economical manner.

- c. The University College's rules for recruiting and managing staff provide for appointment and advancement on merit, on the basis of equal opportunity for all applicants and staff. In filling senior staff appointments, the Governing Body should satisfy itself that an adequate field of qualified candidates is considered, and should always consider the merits of full open competition, which should always be used for recruitment of external candidates.
- d. The University College's Governing Body and its staff have access to expert advice and suitable training opportunities to enable them to exercise their responsibilities effectively.

24. Staff Code of Conduct

The Governing Body will adopt a code of conduct for its staff using the model issued for executive NDPBs by the Cabinet Office in August 1996, subject to any modifications that may be necessary - and that are agreed with the DEL - to take account of the University College's own particular characteristics and circumstances. This will cover arrangements to enable staff to raise concerns about propriety with a nominated member of the Governing Body in the first instance and subsequently, if necessary, with a nominated DEL official. There should also be safeguards to prevent conflicts of interest when staff leave.

25. Performance of the Principal

The Governing Body has a responsibility to monitor the performance of the Principal and other senior staff. Where the terms and conditions of employment of the Principal and other senior members of staff include an entitlement to be considered for performance-related pay, and where such payments are assessed by members of the Governing Body, the Governing Body should ensure that it has access to the information and advice required to make the necessary judgements.

This Code of Conduct has been adopted by the Governing Body.

Annex A

The Seven Principles of Public Life Outlined in 'Spending Public Money: Governance and Audit Issues', (Cm 3179), March 1996.

The following seven principles of public life were set out by the Committee on Standards in Public Life (the Nolan Committee) for the benefit of all who serve the public.

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.

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.

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.

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.

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.

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.

Leadership

Holders of public office should promote and support these principles by leadership and example.

Annex B

Acceptance of Gifts, Hospitality and Awards (See also Internal Financial Regulations, Section 31)

1. The University College is responsible for the proper and efficient use of significant sums of public money.
2. It is imperative that members of the Governing Body should maintain high standards of propriety and professionalism if they are offered gifts, hospitality or awards.
3. Some members of the Governing Body may spend time with representatives of institutions and other organisations where it is normal business practice or social convention to offer gifts, hospitality or awards. Offers of this kind can place members in a difficult position since to refuse may cause misunderstanding or offence; but to accept may give rise to questions of impropriety or conflict of interest, or to criminal liability.
4. Members of the Governing Body may not accept any benefit as an inducement or reward:
 - a. For taking any action (or specifically not taking action) in his or her official capacity as a member of the Governing Body.
 - b. For showing favour (or disfavour) to anyone in his or her official capacity as a member of the Governing Body.
5. The guiding principles are:
 - a. The conduct of individuals must not create suspicion of any conflict between their official duty and their private interest.
 - b. The actions of individuals in their official capacity must not give the impression (to any member of the public, to any organisation with whom they deal or to their colleagues) that they have been (or may have been) influenced by a benefit to show favour or disfavour to any person or organisation.
 - c. This guidance should be seen as applying to spouses, partners or other associates if it can be argued, or perceived, that the gift, hospitality or award is in fact for the benefit of a member of the Governing Body.

Gifts

6. The general guidance is that all gifts offered should be refused. However seasonal, promotional or trivial gifts (such as calendars, diaries, pens etc) which

bear the company names and/or logos of the provider of the gift, and are of minimal value may be accepted.

7. If members have any doubts about whether a gift should be refused (it is accepted, for example, that refusal of a gift may cause offence), they should consult the Secretary to the Governing Body. In considering each case the Secretary should take account of the guidance issued by DFP on the acceptance of gifts and hospitality in the public sector and may consult, as appropriate, with the Chair of the Governing Body.
8. If the Secretary considers that a gift cannot be used to support the University College's business, either directly or indirectly he/she may authorise retention of the gift by the individual. However if retention could potentially attract public criticism, or if the individual does not wish to retain the gift, arrangements may be made for the gift to be stored until disposal, for example through a local charity.

Hospitality

9. It is accepted that members of the Governing Body may receive hospitality from the head or senior members of an institution; that they may attend as part of their official function an event organised by another body for promotional or influential purpose; that they are sometimes offered a nominal fee for presenting a paper or speech at a conference; and may receive the occasional invitation to a cultural event.
10. Offers of hospitality that exceed the normal (that is, occasional lunches or dinners while visiting an institution) should in general be refused. The following items should be avoided:
 - a. Hospitality offered instead of fees for broadcasts, speeches, lectures or other work done.
 - b. Inducements which could lead to a contractual relationship between the University College and a supplier or consultant.
 - c. Substantial offers of social functions, sporting events, theatre, travel or accommodation.
 - d. Frequent acceptance of meals, tickets and invitations to sporting, cultural or social events, particularly from the same source.

If members of the Governing Body have any doubt about whether to accept hospitality they should refer the matter to the Secretary to the Governing Body. In considering each case the Secretary should take account of the guidance issued by DFP on the acceptance of gifts and hospitality in the public sector and may consult, as appropriate, with the Chair of the Governing Body.

11. If, exceptionally, the Secretary agrees that the circumstances justify the normal level of hospitality being exceeded, this will be recorded in the central register.

Awards and Prizes

12. Members of the Governing Body should consult the Secretary to the Governing Body if they are approached by an outside organisation offering an award or prize which could in any way be seen to be connected with their role as a member of the Governing Body. Retention of the award or prize will normally be allowed, provided that:
 - a. There is no risk of public criticism
 - b. It is offered strictly in recognition of personal achievement.
 - c. It is not in the nature of a gift (see above) nor can it be construed as a gift, inducement or payment for a publication or invention to which other rules apply.
13. In deciding whether the award would give rise to public criticism that it was in fact a gift, members are advised to consider:
 - a. The status of the awarding body - for example, whether it is a registered charity.
 - b. The regularity of the awards made by the body.
 - c. The range of people to whom the awards are given.
 - d. The method of selection.
 - e. The standing of the selectors.
 - f. Any University College dealings with the awarding body. Criticism, however unfounded, might be made if it appears that the award is given with a view to future benefit to the body concerned.
14. Apart from trivia or inexpensive seasonal gifts, no gifts, hospitality, awards or prizes of ANY kind should be accepted by anyone involved in the procurement or monitoring of a contract. This will ensure that no criticism can be made regarding bias to a particular company or supplier.
15. Members of the Governing Body should notify the Secretary of any gift, hospitality or award accepted in order that it can be recorded in the Register of Gifts. The purpose of the register is to counter any possible accusation or suspicion of breach of the rules of conduct by members. The Register is subject to the Freedom of Information Act 2000. Members should bear this in mind when deciding on the acceptance of any gift, hospitality or award. Any

member of the Governing Body with a query about the contents of the Register should consult with the Secretary of the Governing Body.

Annex C

Declaration of Interests and Register of Interests

1. The code of best practice requires that the Chairman and other members of the Governing Body should declare any personal or business interests which may conflict with their responsibilities as members of the Governing Body. This declaration should be made on appointment, refreshed annually and updated by members as changes occur.
2. The code also requires the Governing Body to adopt safeguards to prevent conflicts of interest arising from the acceptance of appointments during or after tenure as a member of the Governing Body.

Declaration of Interests

3. Any member of the Governing Body who has a material interest, either directly or through a partner, spouse, close relative or member of the same household, in matters likely to be considered by the Governing Body should declare that interest. Such declarations should describe the interest clearly and state whether it carries direct or indirect financial benefits. This requirement also applies to members of senior management. Attention is drawn to Standing Order 14 of the Governing Body's Standing Orders.
4. Relevant interests in this context are as follows:
 - a. Executive and non-executive directorships of, significant shareholdings in, or employment by, public or private companies likely or possibly seeking to do business with the University College.
 - b. Ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the University College.
 - c. Remunerated or honorary positions and other connections with HE or FE institutions which may give rise to a conflict of interest.

Register of Interests

5. The code requires that a formal register of interests is established. The register should be made available to the public, on request. The existence and availability of the register should be noted in the annual report.
6. The register should include details of all directorships and other relevant interests declared by both members of the Governing Body and members of senior management, as defined in paragraph 3 above.

7. The accuracy of the register should be checked through an annual survey of members' interests, carried out by the Secretary.

Conduct in Meetings

8. Any member of the Governing Body who has an interest in a matter under consideration by the Governing Body should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the Register. At the discretion of the Chair, the member concerned should withdraw from the meeting during the relevant discussion or decision as the continued presence of someone who had declared an interest might be thought likely to influence the judgement of the other members present.
9. The Principal, the staff members and the student member shall, unless invited to remain by a resolution of the other members present, withdraw from any meeting of the Governing Body, including any committee established by the Governing Body, where any of the following circumstances apply-

In the case of the Principal, in relation to consideration of:

- (a) his or her salary or terms and conditions of his or her employment;
- (b) his or her appraisal;
- (c) his or her retirement;
- (d) his or her conduct, suspension, dismissal or any other disciplinary matter relating to him or her; or
- (e) the appointment of his or her successor.

In the case of each staff member, in relation to consideration of:

- (a) his or her salary or terms and conditions of his or her employment;
- (b) the salary, terms and conditions of employment of any group of employees with which he or she is associated;
- (c) the appointment, promotion, salary, terms and conditions of employment, appraisal, retirement, conduct, suspension, dismissal or any other disciplinary matter relating to any member of staff holding a post of the same level or senior to him or her;
- (d) his or her promotion, conduct, suspension, dismissal or any other disciplinary measure relating to him or her; or
- (e) the appointment of his or her successor.

In the case of the student member, in relation to consideration of:

- (a) his or her academic performance;
 - (b) any disciplinary measure relating to him or her; or
 - (c) the salary, terms and conditions of employment, appraisal, appointment, retirement, promotion, conduct, suspension, dismissal or any other disciplinary measure relating to any employee or prospective employee of the University College.
10. Because the University College is expected to follow UK Generally Accepted Accounting Practice, members of the Governing Body must facilitate compliance with the need under Financial Reporting Standard Number 8 'Related Party Disclosures' for related party transactions, where material, to be disclosed in financial statements. FRS8 includes a definition of what constitutes a third party for this purpose.

Membership of Committees

11. Members of the Governing Body should not accept positions on University College committees or working groups where a conflict of interest is likely to arise.