

University Board Members' Code of Conduct

1 SCOPE AND PURPOSE

1.1 This Code of Conduct sets out the standards and behaviours that are expected of University Board Members whether acting individually or collectively as a Board. This Code of Conduct (together with the Member's letter of appointment) constitutes the terms and conditions of Board membership which all Board Members agree to comply with when accepting appointment to the University Board.

1.2 Specifically, the purpose of this Code of Conduct is to:

1.2.1 enable the Board to operate effectively and collectively in the best interests of the University and to fulfil its legal responsibilities;

1.2.2 ensure the Board operates in line with best practice in higher education and corporate governance and in accordance with the Office for Students ("OfS") public interest governance principles (as set out at Appendix 2); and

1.2.3 ensure that Board Members understand and comply with the duties and standards expected of them as charity trustees of a higher education institution.

1.3 Compliance with this Code of Conduct is mandatory for:

1.3.1 All Board Members, including independent members, co-opted independent members, staff and students; and

1.3.2 All co-opted members of Board committees, who are not Board Members and charity trustees of the University, but who are expected to maintain the same standards of behaviour,

(and Board and co-opted committee members are referred to collectively as "**Members**" in this Code of Conduct. References to staff includes senior post holders and this Code applies to senior post holders who are Members except where expressly stated otherwise see **8.4 and section 12**).

1.4 This Code should be read in conjunction with:

1.4.1 Board Members' **role descriptions and letters of appointment** (including declarations on appointment);

1.4.2 the University's governing documents - **Instrument and Articles of Government, Statement of Primary Responsibilities and Scheme of Delegation**;

1.4.3 the regulations for the proceedings of the Board and its committees set out in **University Board, Senate and Committees Policy & Procedures**,

1.4.4 the University's relevant governance policies and procedures (see **section 14**);

1.4.5 the University's vision and values as articulated in the **BU Vision and Strategy**;

- 1.4.6 the OfS Regulatory Framework, the OfS Terms and Conditions of Funding for the relevant academic year and any relevant related guidance; and
 - 1.4.7 the Committee of University Chairs (CUC) Higher Education Governance Code (the “CUC Code”).
- 1.5 In the event of any discrepancy, provisions of the governing documents and relevant legislation take precedence over this Code of Conduct.
- 1.6 The governance documents and policies referred to in this Code are available to Members through the ‘Information for Board Members’ documents folder within the secure Board portal. The portal is used to securely distribute papers for meetings and as a secure information repository for Members. Members will be provided with access via the Clerk to the Board.

2 LEGAL DUTIES OF BOARD MEMBERS

- 2.1 Board Members are the charity trustees of the University and the persons with the control and management of its administration. They have broadly the same duties and responsibilities as trustees of registered charities. They have ultimate responsibility for directing the affairs of the University, ensuring that it is solvent, well run and promotes the charitable objects for the benefit of the public for which it has been established.
- 2.2 Board Members' key legal duties as the University's charity trustees are to:
- 2.2.1 act in the best interests of the University at all times;
 - 2.2.2 ensure that the University's funds are applied in furtherance of its charitable objects only and for the public benefit;
 - 2.2.3 act responsibly and prudently in respect of the University's resources;
 - 2.2.4 act within their powers and exercise them for the benefit of the University, for the purposes for which they were given;
 - 2.2.5 when making decisions, ensure they are sufficiently informed, take any advice that is required (including professional advice on matters on which they are not themselves competent); and
 - 2.2.6 act with such care and skill as is reasonable in the circumstances, having regard in particular (i) to any special knowledge or experience that a trustee has or holds themselves out as having; and (ii) if they act as trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 2.3 Trustees have a range of other specific legal duties under charity law and it is the responsibility of Board Members to ensure that they understand these, with appropriate advice and support from the Clerk to the Board. Students are the University's beneficiaries under charity law. There is guidance for Board Members on the University's charitable objects and on their duties and responsibilities as charity trustees in the ‘Information for Board Members’ documents folder within the secure Board portal.
- 2.4 As members of the governing body of a higher education provider, Board Members are also subject to the duties and standards of conduct imposed by the OfS Regulatory Framework and the CUC Code (see 1.4).
- 2.5 Compliance by charity trustees of universities with their legal obligations is promoted by the OfS as the University's principal regulator as a charity.

3 ELIGIBILITY FOR APPOINTMENT

- 3.1 Members must meet the eligibility criteria for appointment as a charity trustee and must be "fit and proper persons" for the purposes of the OfS Regulatory Framework and guidance published by HM Revenue & Customs. No one who is disqualified from acting as a charity trustee or a company director may serve as a Board Member or a co-opted Committee Member.
- 3.2 Members will be asked to sign a declaration on their appointment, confirming (among other things):
- 3.2.1 their eligibility for appointment (including that they meet the fit and proper persons requirement);
 - 3.2.2 that they understand and will discharge their obligations as a charity trustee and member of the University's governing body under the University's governing documents; the OfS Regulatory Framework and the CUC Code (see 1.4); and
 - 3.2.3 that they agree to comply with this Code of Conduct.
- 3.3 Members must continue to meet the eligibility criteria referred to at 3.1 throughout their period of office (their term and maximum period of office will be confirmed in their letter of appointment). Any changes that would render the Member ineligible to serve must be notified to the Clerk to the Board.

4 STANDARDS OF CONDUCT

- 4.1 Members must:
- 4.1.1 Conduct themselves in accordance with the principles of public life drawn up by the Committee on Standards in Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (the **Nolan Principles**) set out at Appendix 1).
 - 4.1.2 Act with honesty and with good faith and not let their decisions be affected by any other interests, nor misuse information gained in the course of their membership of the Board for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations (see further **sections 9 and 10**).
 - 4.1.3 Act independently, in the interests of the University as a whole and all its students as beneficiaries, not as representatives of any particular part or constituency of the University or any external stakeholder (see further **4.2 and 4.3** below).
 - 4.1.4 Commit sufficient time and effort to their role; to include attendance at and preparation for Board meetings and meetings of the committee(s) of which they are Members and play an active part in their induction and ongoing development (see further **section 8**).
 - 4.1.5 Recognise the proper separation between governance and management and avoid involvement in the day to day executive management of the University.
 - 4.1.6 Support and uphold the values of the University in conducting their role. All Board Members are expected to understand and promote the University's Equality, Diversity and Inclusion policy in every area of their work and to treat all of the University's stakeholders with respect and in accordance with the University's policies.

- 4.1.7 Conduct themselves in a manner which reflects positively on the University when attending external meetings or any other events.
- 4.1.8 Act at all times in accordance with the University's governing documents and policies.
- 4.1.9 Understand that they have no authority to act individually on behalf of the University, except when the Board has given them express prior delegated authority to do so.

Staff and student Members

- 4.2 Staff and student Members have the same status and responsibilities as the independent Members (unless the University's governing documents provide otherwise). These Members provide an important link between the Board and the constituency from which they are drawn but do not represent that constituency; they have a responsibility to the Board and the University which overrides any responsibilities they may have (or may perceive to have) to colleagues in their constituencies.
- 4.3 Staff and student Members must understand the difference between their two roles and the different responsibilities and reporting requirements for each and remember their duties to keep information obtained in their capacity as Members confidential when acting in any other capacity.

5 DECISION-MAKING AND COLLECTIVE RESPONSIBILITY

- 5.1 To enable open discussion and debate within Board and committee meetings, which is actively encouraged and in which responsible opinion, challenge and analysis is welcomed, Members must act responsibly, reasonably and respectfully in the interests of the University in raising, listening to and considering matters.
- 5.2 Members are responsible collectively for the decisions of the Board or relevant committee. This collective responsibility means that each and all of the Members are responsible not only for decisions they are involved in taking and with which they agree, but also for decisions, acts and omissions (subject to the protections for individuals noted at **Section 13** below):
 - 5.2.1 for which they were not present;
 - 5.2.2 with which they do not agree (and may have spoken and voted against in Board meetings); and
 - 5.2.3 taken under delegated authority by Board Committees and Staff (provided that the delegated authority is not exceeded).
- 5.3 The University Board, Senate and Committees Policy and Procedures set out how Members are expected to make collective decisions and what a Member should do if they disagree with a decision taken.
- 5.4 Members must not engage in conversations or any other form of communication, written or oral, with members of staff or any other person that could, however unintentionally, undermine the collective responsibility of the Board.
- 5.5 While Student Members must abide by a Board or committee decision under the principle of collective responsibility, it is recognised that the Students' Union at Bournemouth University (SUBU) may continue to campaign for a change in that decision.

6 CONFIDENTIALITY AND INFORMATION SECURITY

- 6.1 All Members are required to respect the confidentiality of the information to which they are exposed as a result of their membership of the Board or its committees and act with discretion in the performance of their role.
- 6.2 Members should exercise restraint outside a meeting in relation to comments made within Board or Committee meetings and honour the spirit as well as the letter of this Code of Conduct. Members are reminded that this requirement of confidence and non-disclosure includes ensuring there is no disclosure made within the domestic environment, the maintenance of suitable computer security and of the risks of having conversations and handling or transporting information in public.
- 6.3 Members are required to comply with the University's **Information Security Policies** and **Data Protection Policy**. In addition, Members have a responsibility to respect the confidentiality of Board / committee papers or other information supplied to them in their role as Members by:
- 6.3.1 Not sharing papers or other information provided to them in their Board role with anyone outside of the Board, the relevant committee or the University, unless express permission in writing has been given to do so by the Clerk to the Board.
- 6.3.2 Only accessing papers and other information via the University's secure Board portal, not downloading materials onto personal or non- University work devices and ensuring that the University email accounts Members are provided with are used to conduct University business. Personal or non-University work email accounts, social media or other electronic communication should not be used to conduct Board business. The exception to this is where personal or non-University work email accounts of independent members are used for non-sensitive administrative arrangements e.g. arranging a meeting time or notifying Members of the need to look at their University email account. Where, exceptionally, a Board Member requests that a document is sent to a non-University account for accessibility reasons then this may be possible provided that additional mitigations, such as password protection and prompt deletion, are in place.
- 6.3.3 Keeping all information securely, avoiding printing where possible, and retaining for only as long as necessary to carry out their role as a Member. For Board/committee papers, this will normally be to the date of the meeting or shortly after as previous papers remain available in the secure Board portal for reference.
- 6.3.4 Where they are no longer needed, securely disposing of any printed copies of Board or committee papers (or returning them to the Clerk to the Board at the end of each meeting).
- 6.3.5 Promptly reporting any loss or data security incident to the Clerk to the Board on boardclerk@bournemouth.ac.uk and the BU IT Service desk (01202 965515).
- 6.3.6 Undertaking any training required of them from time to time by the University for their role.
- 6.4 When Members reach the end of their term of office, they should promptly destroy all University records that are confidential in any way. If they need to access information previously held by them (e.g. to respond to subsequent queries) they should seek guidance from the Clerk to the Board.
- 6.5 If Members receive information which is legally privileged, the provision of documents containing such information does not amount to a waiver of privilege by the University.

Members are required to hold any such documents in complete confidence and not disclose them to any other person without the prior written consent of the Clerk to the Board (save as required by law or regulation).

7 THE UNIVERSITY'S REPUTATION AND EXTERNAL COMMUNICATIONS

- 7.1 Members must conduct themselves in a way which is consistent with the good reputation of the University and not in any way which risks bringing the University into disrepute. This includes the need to be very mindful of all communications including social media.
- 7.2 As mentioned above, Members have no authority to act individually on behalf of the University, except when the Board has given them express prior delegated authority to do so. This includes speaking, publishing material or answering questions in relation to the University on behalf of the Board.
- 7.3 Members should inform the Chair of the Board and the Clerk to the Board immediately on becoming aware that any statement they (or anyone else) have made has or is at risk of bringing the University into disrepute and agree to comply with any reasonable requests to take steps to manage that risk.
- 7.4 In situations concerning potential whistleblowing matters, members must comply with the University's **Whistleblowing Policy**. It is never appropriate to raise any concern in relation to the University in the press or media. To do so may seriously damage the reputation of the University, which would cause a breach of duties as a charity trustee, with potential personal liabilities for the Member concerned for any resulting loss.
- 7.5 Members should note that correspondence and records held by the University in relation to the Board may be subject to a request for disclosure under the Freedom of Information Act or the Data Protection Act.

8 INDUCTION, TRAINING AND DEVELOPMENT

- 8.1 For Members to be effective in performing their legal duties and responsibilities as charity trustees, it is essential that they are aware of the nature of the work of the University and its operating environment. To prepare and support Board members, the University will provide an induction, ongoing development opportunities and opportunities to engage in the life of the University.
- 8.2 Individual Members are invited to speak to the Clerk to the Board about any further information or training needs and to discuss this with the reviewer at their development reviews. Members are expected to attend induction and training, given reasonable notice, in line with any individual or collective requirements identified.
- 8.3 The University operates an optional informal mentoring system whereby existing Members may be paired with newly appointed Members to develop their understanding of the work of the Board. Further information on the mentoring system will be provided by the Clerk to the Board at induction. Members can also request a mentor at any time.
- 8.4 All Board Members other than those that are senior post holders are required to participate in the Board Members' development review process. All new Members undertake a development review with either the Chair or Deputy Chair after their first year in office. Further reviews are then undertaken every other year, with informal touch-point discussions offered in the intervening years. An exit interview will also be offered to Members at the end of their final term of office.

9 CONFLICTS OF INTEREST

- 9.1 Board Members have a legal obligation to act in the best interests of the University and to avoid situations where there may be a potential, real or perceived conflict of interest.
- 9.2 All Members must comply with the University's **Conflicts of Interest Policy & Procedures** and specifically to:
- 9.2.1 complete a declaration of interest form upon appointment and at least annually and to update this by notifying the Clerk to the Board when a material change occurs;
 - 9.2.2 declare interests at the start of each meeting or during a meeting if it becomes apparent they should do so; and
 - 9.2.3 abide by any decision taken as to the measures required to manage any conflict of interest.

10 EXPENSES, GIFTS AND HOSPITALITY

- 10.1 Board Members are unremunerated, though reasonable expenses are paid. Claims must be submitted to the Clerk to the Board on the Board Members Expenses Claim form. The form includes guidance on what can and cannot be claimed, in accordance with the University's **Staff and Visitors Expenses Policy**.
- 10.2 Members are required to comply with the University's **Anti-Bribery Policy & Procedures** on the acceptance of entertainment, gifts, hospitality and awards, which sets out the requirements for reporting and approval of such benefits.

11 RAISING CONCERNS

- 11.1 Members must raise any concerns they may have about serious malpractice within the University in accordance with the University's **"Whistleblowing" (Disclosure in the Public Interest) Policy and Procedures**.
- 11.2 Members are also subject to the reporting requirements in the University's **Anti-Bribery Policy & Procedures** and **Anti-Fraud Policy & Procedures**.
- 11.3 Nothing in this Code of Conduct shall prevent or interfere with the operation of the above policies and procedures.
- 11.4 The Chair of the Board is available to discuss concerns with Board Members. The Deputy Chair's role description also states that they can provide a sounding board for the Chair, can act as an intermediary with other Members as may be required, and potentially can be helpful if there are significant differences of view within a governing body or with the Executive.
- 11.5 The Clerk to the Board can also provide advice and arrange for independent expert advice, including legal advice, to be made available to Members if required.

12 BREACH OF THIS CODE

- 12.1 The purpose of the procedure set out in this clause 12 is to enable the Board to investigate and take appropriate action where a Member of the Board or of a committee is alleged to have breached the duties and standards of conduct required by this Code of Conduct and/or the terms set out in their letter of appointment, including where the Board would be entitled to remove that Member from office in accordance with the University's Instrument of Government paragraph 6(3). It is not a mechanism for collective decisions of the Board or its committees to be challenged.

- 12.2 This procedure applies to all Members except for those Board Members who are senior post holders (who act ex-officio); any alleged breach by them will be dealt with in accordance with the specific policy and procedures applicable to senior post holders as approved by the Board.
- 12.3 It is a requirement of the CUC Code that, “the governing body also needs the power and process to remove any of its members from office, and must do so if a member breaches the terms of their appointment.”
- 12.4 Any allegation that a Member has committed a breach should be made to the Clerk to the Board in the first instance. The Clerk shall consult with the Chair of the Board (or, if the allegation relates to the Chair, the Deputy Chair of the Board, or if the allegation relates to both the Chair and Deputy Chair another Independent Board Member who is not the subject of the allegation) who will assess the allegation and determine whether it should be referred to the Nominations Committee to be investigated.
- 12.5 The Nominations Committee shall determine the manner in which any alleged breach referred to it is to be investigated, including whether it is to be conducted by a Member or Members under delegated authority from the Nominations Committee or whether an independent investigator should be appointed. If the Nominations Committee determines that there is no case to answer, it may decide not to initiate an investigation.
- 12.6 An investigation of any alleged breach must allow for the Member in question to receive a copy of the allegation and any other relevant material obtained in the course of the investigation, have an opportunity to consider this information and then meet with the investigator to discuss the circumstances of the alleged breach and to provide any evidence in support of their position.
- 12.7 The investigation report will be considered by the Nominations Committee. Where the Committee concludes that a breach has occurred, in order to comply with the CUC Code of Governance it must make a recommendation of removal to the Board. Where the Nominations Committee concludes that a breach has not occurred the matter will remain confidential to Nominations Committee.
- 12.8 The Board will consider any recommendation of removal from Nominations Committee. Board approval is required to remove a Member from office.
- 12.9 The provisions of this clause 12 shall be applied in accordance with the principles of natural justice. The Board’s decision is the final stage and no further appeal is possible.

13 PERSONAL LIABILITY OF BOARD MEMBERS

- 13.1 As the University is a corporate body, individual Board Members are not liable for its debts and liabilities and any legal proceedings initiated by a third party are likely to be brought against the University, not individual Board Members.
- 13.2 In exceptional cases, proceedings (civil or criminal) may be brought against the Chair or other individual Board Members. For example, a Board Member may be personally liable if they make a fraudulent, reckless or negligent statement which results in loss to a third party. Board Members or others involved in the governance of the University 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.
- 13.3 However, individual Board Members 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 Board or related governance functions.

- 13.4 Directors and Officers insurance cover is provided by the University. Further information is available via the Clerk to the Board.
- 14 **OTHER RELEVANT BU DOCUMENTS ARE AVAILABLE ON THE UNIVERSITY WEBSITE AND/OR IN THE INFORMATION FOR MEMBERS FOLDER IN THE SECURE BOARD PORTAL**
- 14.1 Instrument and Articles of Government for Bournemouth University (also provided to Members with their Letter of Appointment).
- 14.2 University Board Statement of Primary Responsibilities.
- 14.3 Scheme of Delegation.
- 14.4 University Board, Senate and Committees Policy & Procedures.
- 14.5 Conflicts of Interest Policy and Procedures.
- 14.6 "Whistleblowing" (Disclosure in the Public Interest) Policy and Procedures.
- 14.7 Anti-Bribery Policy & Procedures.
- 14.8 Anti-Fraud Policy & Procedures.
- 14.9 Information Security Policies.
- 14.10 Data Protection Policy.

Approved by the University Board 25 November 2022.

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THE SEVEN PRINCIPLES OF PUBLIC LIFE

The principles of public life apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the civil service, local government, the police, courts and probation services, NDPBs, and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also have application to all those in other sectors delivering public services.

SELFLESSNESS

Holders of public office should act solely in terms of the public interest.

INTEGRITY

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

OBJECTIVITY

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

ACCOUNTABILITY

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

OPENNESS

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

HONESTY

Holders of public office should be truthful.

LEADERSHIP

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

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The seven principles were established in the Committee's First Report in 1995; the accompanying descriptors were revised following a review in the Fourteenth Report, published in January 2013.

Appendix 2 - Office for Students Public Interest Governance Principles

The public interest governance principles apply to all registered providers:

- I. Academic freedom: Academic staff at an English higher education provider 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 privileges they may have at the provider.
- II. Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
- III. Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.
- IV. Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).
- V. Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.
- VI. Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.
- VII. Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.
- VIII. Governing body: The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.
- IX. Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

Additional principles

Additional public interest governance principles applicable to providers authorised with Degree Awarding Powers:

- X. Records: Where degree awarding powers are solely contained in the provider's governing documents, and no order either under section 76 of the Further and Higher Education Act 1992, or under HERA exists, the provisions setting out those powers must be retained and may not be altered without the consent of the OfS.

Additional public interest governance principles applicable to providers in receipt of financial support from the OfS or from UKRI:

- XI. Independent members of the governing body: There must be at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate
- XII. Regularity, propriety and value for money: The governing body ensures that there are adequate and effective arrangements in place to ensure public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders. This also applies to any funds passed to another entity for the provision of facilities or learning and teaching, or for research to be undertaken.