



## **Board Code of Conduct**

Core Documentation Cover Page

# Board Code of Conduct

Version number	Dates produced and approved (include committee)	Reason for production/ revision	Author	Location(s)	Proposed next review date and approval required
V1.0	June 2021 Board of Directors	To describe and set out the expectations of members of the Board of Directors regarding their conduct, behaviour and responsibilities.	Clerk to the Board	All master versions will be held in: J:\0 Quality Team - Core Documentation	June 2024

### Equality Impact

Positive equality impact (i.e. the policy/procedure/guideline significantly reduces inequalities)

Neutral equality impact (i.e. no significant effect)

X

Negative equality impact (i.e. increasing inequalities)

**If you have any feedback or suggestions for enhancing this policy, please email your comments to: [quality@uco.ac.uk](mailto:quality@uco.ac.uk)**

## Board Code of Conduct

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## Code of Conduct for Board Members of UCO

### 1. Introduction

- 1.1 As a member of the Board of Governors of UCO, and as a Trustee of UCO, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

### 2. Key Principles of Public Life

- 2.1 The key principles upon which this Code of Conduct is based are the Seven Principles of Public Life<sup>1</sup>. These should inform your actions and decisions as a Board member. The principles are:

i. **Selflessness**

Members of the Board should act in the public interest and in the interest of the university.

ii. **Integrity**

Members of the Board must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their role. 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.

iii. **Objectivity**

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

iv. **Accountability**

Members of the Board are accountable to the public, and to staff, students and patients of UCO, for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

v. **Openness**

Members of the Board 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.

vi. **Honesty**

Members of the Board should be truthful.

vii. **Leadership**

Members of the Board 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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<sup>1</sup> <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

### 3. Conflicts of Interests

- 3.1 When accepting appointment to the Board of UCO you should consider if any conflicts of interest arise from your private interests or by virtue of any other roles you hold. You should consider how these should best be managed and agree these with the Board Chair.
- 3.2 You must ensure that no conflict arises, or could reasonably be perceived to arise, between your duties as a Governor and Trustee of UCO and your private interests, financial or otherwise.
- 3.3 You must comply with the rules of UCO on handling conflicts of interests<sup>2</sup>. You should declare publicly in UCO's register of interests any private financial or non-financial interests of your own, or of close family members, which may, or may be perceived to, conflict with your duties as a Board member. It is your responsibility to ensure that your entry in UCO's register of Interests is accurate and up to date.
- 3.4 In general, all financial interests should be declared. When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.
- 3.5 You should remove yourself from the discussion or determination of matters in which you have a financial interest. In matters in which you have a non-financial interest, you should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.

### 4. Responsibilities as a Board Member

- 4.1 You must comply with all legislation relevant to your role as a member of the Board of UCO. As a Trustee of a registered charity, you are bound by charity law, and you should be guided by advice to Trustees issued by the Charity Commission<sup>3</sup>. As a company director you are required by law to "exercise reasonable care, skill and diligence."<sup>4</sup>
- 4.2 You should play a full and active role in the work of the Board of UCO. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the university.
- 4.3 You should make the time commitment necessary to attend meetings of the Board and its Committees and to read papers beforehand, absenting yourself only for compelling personal or professional reasons.
- 4.4 You should promote an inclusive and diverse culture in UCO and in the Board itself. Your actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- 4.5 You must not act in a way that unjustifiably favours or discriminates unfairly against particular individuals or interests.

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<sup>2</sup> See UCO's Conflicts of Interest Policy published here under Staff Policies & Procedures:  
<https://www.uco.ac.uk/about-uco/who-we-are/policies-procedures-and-privacy>

<sup>3</sup> For example, at <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3/the-essential-trustee-what-you-need-to-know-what-you-need-to-do#trustees-duties-at-a-glance>

<sup>4</sup> Companies Act 2006, S174

- 4.6 You must not harass, bully, or act inappropriately towards others. Such behaviour is not consistent with what is expected of you as a Board member and will not be tolerated.
- 4.7 You should have visible and ongoing commitment to preventing and responding to all forms of harassment and sexual misconduct<sup>5</sup>.
- 4.8 You should respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, you should support that decision.
- 4.9 You must not use, or attempt to use, the opportunity of Board membership to promote your personal interests or those of any connected person, firm, business, or other organisation.
- 4.10 You must inform the Clerk to the Board of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director or charity trustee. Any such circumstances must be made known at the time of appointment, and the Clerk must be informed of any changed circumstances of this nature that occur during your appointment.
- 4.11 If you are the Board Chair you have additional responsibilities to lead the Board and the organisation and ensure that this Code of Conduct is upheld.

## 5. Responsibilities Towards Others

- 5.1 You shall show courtesy and respect in your dealings with students, staff and patients at UCO. You may expect to be shown the same consideration in return.
- 5.2 You will not ask or encourage staff to act in any way which would conflict with their own Code of Conduct or their ethical duties as registered professionals.

## 6. Social Media

- 6.1 Social media are a public form of communication and the same considerations, including the provisions of this Code, apply to social media participation as to speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media you should at all times respect confidentiality, financial, legal and personal information.
- 6.2 Where any personal social media accounts used by you make reference or link to your role on the Board of UCO, you should take care to ensure that it is clear in what capacity you are acting.

## 7. Raising Concerns

- 7.1 You should ensure that UCO has an open, transparent and safe working environment where staff and students feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.
- 7.2 If you have a concern about a possible breach of this Code, a concern that you or any Board colleagues, staff or students of UCO are being asked to act in contravention of their own code of conduct, or a concern about misconduct or wrongdoing in any other areas at UCO, then you have a responsibility to raise your concern with the Board Chair.

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<sup>5</sup> Relevant definitions and guidance by the Office for Students are at:  
<https://www.officeforstudents.org.uk/advice-and-guidance/student-wellbeing-and-protection/prevent-and-address-harassment-and-sexual-misconduct/statement-of-expectations/>