UNIVERSITY OF LIMERICK
OLLSCOIL LUIMNIGH

UNIVERSITY OF LIMERICK

Code of Conduct For Members of the Governing Authority



Approved by the Governing Authority

16 June 2026



TABLE OF CONTENTS

Section	Page No.
Preface	3.
Purpose, Scope and Status of Code	5.
Legal and Governance Context	7.
Core Conduct Obligations of Members of the Governing Authority	8.
Collective Responsibility and Effective Functioning of the Governing Authority	9.
Conflicts of Interest and Ethical Obligations / Judgement	10.
Integrity, Confidentiality and Use of University Resources	13.
Principles of Good Conduct	15.
Indicative Examples of Conduct within the Scope of the Code	16.
Breaches of the Code	17.
Review of the Code	18.



CULTURAL CHARTER

UNIVERSITY OF LIMERICK
OLLSCOIL LUIMNIGH

This Code should be read by members of the Governing Authority and its Committees in tandem with the University's Cultural Charter, which the Governing Authority has approved, and which expresses the values and behaviours the University seeks to foster across its community.

1. PREFACE

Values, Culture and the Role of the Governing Authority

The University of Limerick is a public university with a strong commitment to teaching and research excellence, societal impact and the public good. The effectiveness of the University is shaped not only by compliance with laws and oversight requirements, but by the culture, values and behaviours by which it is governed.

The Governing Authority has a central role in shaping UL's culture. Through how it engages in debate, reaches decisions and provides strategic direction, it sets the standard for leadership, integrity and accountability. In doing so, it also establishes the **"tone-from-the-top"** and influences how governance standards are understood, applied and experienced throughout the Institution.

The statutory framework of the Universities Act 1997 establishes the Governing Authority and defines its functions and responsibilities. The University's core values, as articulated in the Cultural Charter, inform how these are exercised in practice.

UL's values (**"our Values"**) inform how members of the Governing Authority are expected to act, interact and exercise judgement in the performance of their functions, particularly where decisions are complex, contentious or sensitive.

OUR VALUES

Creative and Innovative

Shaping the future by looking at things differently to others, appreciating risk while trusting judgement.

For members of the Governing Authority, this requires openness of mind, strategic curiosity and a willingness to challenge established assumptions constructively, while exercising sound judgement in pursuit of the University's long-term objectives.

Inclusive and Diverse

Welcoming all; rooted in our region and global in reach.

Members are expected to respect difference of background, perspective and role, and to ensure that governance arrangements enable inclusive participation, informed debate and balanced decision-making. The Governing Authority should also encourage diversity in its membership so that it is representative of Irish society.

Ethical and Sustainable

Doing the right things, in the right way, for the right reasons.

Members are expected to act with integrity, independence and probity, and to have regard to the long-term financial, social and environmental sustainability of the University in governance decisions.

Supportive and Transformational

Empowering our students and staff to lead.

Members are expected to foster a governance culture that supports effective leadership, maintains appropriate boundaries between oversight and executive management, and encourages high performance, institutional learning and continuous improvement, with collective support for agreed strategy and decisions.

Ambitious and Driven

Working with others to push the boundaries of knowledge.

Members are expected to bring commitment, diligence and strategic focus to their role, promoting ambition in education, research, innovation and societal engagement, including mission-aligned risk-taking where this advances academic excellence, research intensity and knowledge exchange, and serves the University's public purpose.

These values inform how the Governing Authority discharges its statutory responsibilities. They shape how members exercise independent judgement, offer constructive challenge and support, engage in open and robust deliberation, and uphold collective responsibility once decisions have been taken.

This Code of Conduct gives practical, enforceable effect to these values in the governance of the University of Limerick.

2. PURPOSE, SCOPE AND STATUS OF THE CODE

2.1 Purpose

This Code of Conduct (the **"Code"**) establishes mandatory standards for members of the Governing Authority of the University of Limerick (the **"University" or "UL"**) in the performance of their duties pursuant to the Universities Act 1997, as amended by the Higher Education Authority Act 2022.

In particular, this Code sets out the standards and expectations that apply to members of the Governing Authority and its committees, and in doing so:

- ✓ promotes compliance with ethical, legal and regulatory obligations;
- ✓ articulates clear standards and principles for conduct, integrity and accountability during service, aligned with our Values;
- ✓ supports early identification and appropriate management of governance and behavioural risk;
- ✓ protects the reputation and public standing of the University as a publicly funded institution;
- ✓ promotes trust and confidence in the Governing Authority.

Compliance with this Code is a condition of membership of the Governing Authority and of all committees and sub-committees thereof.

2.2 Scope

This Code applies to all persons appointed to membership of the Governing Authority of the University of Limerick under the Universities Act 1997, as amended, including members who are elected, nominated by the Minister, appointed or who serve *ex officio*, whether as external members, staff members or student members.

The Code also applies to all members of committees and sub-committees of the Governing Authority.

The Code applies throughout a member's period of service / office and, following the cessation of membership, insofar as it concerns matters arising from or connected with the individual's role as a member of the Governing Authority or its committees.

Unless the context otherwise requires, references in this Code to the Governing Authority shall be read as including its committees and sub-committees, and references to members of the Governing Authority shall be read as including members acting in a committee capacity.

2.3 Commitment of the University

The University, acting through the University Executive, has an important role in supporting the Governing Authority and its committees in the effective discharge of their statutory responsibilities.

This commitment recognises that good governance depends on the availability of timely, accurate and balanced information, and on a shared understanding of the respective roles of governance and executive management.

In furtherance of this commitment, the University Executive, led by the President will:

- ✓ engage with the Governing Authority in an open and forthright manner, providing information that is accurate and presented in good faith;
- ✓ submit papers to the Governing Authority and its committees of appropriate length and quality, which are well-structured, and which present relevant information in a way that supports informed, and efficient decision-making;
- ✓ ensure that submissions provide a balanced picture, setting out material benefits, risks, constraints and uncertainties, and do not obscure adverse information or difficult issues;
- ✓ draw the Governing Authority's attention to material changes in circumstances, assumptions, or risk profiles that arise after approval has been granted, and which may reasonably bear on previously approved decisions;
- ✓ support transparency by ensuring that significant matters of compliance, performance, risk or assurance are brought to the attention of the Governing Authority in a timely manner.

In addition, as part of the University's commitment to good governance, the Corporate Secretary will:

- ✓ provide induction and briefing to new members on the business of the University, the role and functions of the Governing Authority and its committees, this Code of Conduct, and the obligations of members;
- ✓ support and maintain Governing Authority and Committee meeting packs, ensuring that documentation is available within the timelines agreed;
- ✓ support members in the implementation of this Code and in the discharge of their obligations by providing appropriate governance guidance and advice;
- ✓ provide members with copies of, or access to, this Code, relevant legislation, governance guidance and University policies;
- ✓ maintain registers and records required under this Code in accordance with legal and governance requirements;
- ✓ publish this Code on the University's website and make it available to members of the Governing Authority and its committees through a dedicated, secure document portal.

Nothing in this section is intended to diminish the Executive's responsibility for the day-to-day management which rests with the President and the Executive Committee. Rather, it reflects a shared commitment to transparency, trust and information quality as essential enablers of effective governance.

2.4 Authority, Ownership and Application of the Code

This Code of Conduct is adopted by, and operates under the authority of, the Governing Authority of the University of Limerick.

Responsibility for the oversight, interpretation and application of this Code rests with the Governing Authority acting collectively, in accordance with the Universities Act 1997, Standing Orders and the principles of fair procedures.

Any consideration of compliance with, or alleged breach of, this Code is a matter for the Governing Authority alone and is addressed through its own governance processes.

Nothing in this Code diminishes the independence of members of the Governing Authority, or their entitlement and obligation to exercise independent judgement, provide robust challenge, and uphold collective responsibility in the discharge of their duties.

3. LEGAL AND GOVERNANCE CONTEXT

3.1 Universities Act 1997 (as Amended)

The Universities Act 1997 outlines the statutory framework for the governance, autonomy and public accountability of Irish universities. It provides for the establishment, composition and functions of governing authorities and sets out the statutory duties and responsibilities of their members. Provision is made for the removal of a member of a Governing Authority by the other members "for good and sufficient reason".

The Higher Education Authority Act 2022 amends and supplements that framework, strengthening governance oversight and accountability arrangements, including enhanced obligations in areas such as risk management, financial sustainability, performance assurance and compliance with national policy.

For the purposes of this Code, references to the Universities Act 1997 are references to that Act as amended.

3.2 Ethics in Public Office Acts

The Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 (the **"Ethics Acts"**) impose statutory obligations on members of the Governing Authority to disclose and properly manage interests and to avoid actual, potential or perceived conflicts of interest when carrying out their functions.

Compliance with these obligations is overseen by the Standards in Public Office Commission. Members are individually responsible for completing annual statements of interests within the required timeframe.

While the completion and submission of such returns may be facilitated by the Corporate Secretary, compliance remains a personal responsibility and an important element of ethical leadership.

3.3 Code of Practice for the Governance of State Bodies

Subject to the Universities Act 1997 and then adopting a "comply or explain" approach, the University adopts the Code of Practice for the Governance of State Bodies (the **"State Code"**). The State Code sets out national standards of good governance for public bodies, including integrity, accountability, effectiveness, leadership and stewardship.

Members of the Governing Authority are expected to have regard to the principles of the State Code in the performance of their duties, applied proportionately to the University's statutory context. The obligations set out in this Code support and complement the State Code.

3.4 Governance Handbook and Standing Orders

The University's Governance Handbook and Standing Orders provide a structured and accessible statement of the Governing Authority's governance arrangements.

They are intended as practical reference documents and should be consulted regularly. Adherence to the Standing Orders, including in relation to respectful engagement, orderly debate and collective decision-making, is a core component of good conduct and of the Governing Authority's ability to discharge its responsibilities effectively.

4. CORE CONDUCT OBLIGATIONS OF MEMBERS OF THE GOVERNING AUTHORITY

4.1 Members of the Governing Authority are required to:

- ✓ *be conversant with this Code of Conduct and to use it as a guide in the conduct of their duties;*
- ✓ *be aware of and conversant with the legal framework governing the University, in particular the Universities Act 1997, as amended;*
- ✓ *be aware of and comply with the University's policies and procedures which apply to the business of the Governing Authority;*
- ✓ *act lawfully, ethically and in good faith at all times;*
- ✓ *act in the best interests of the University as a whole, rather than as representatives of sectional or appointing interests;*
- ✓ *exercise independent judgement, due care, skill and diligence in the performance of their duties;*
- ✓ *attend meetings of the Governing Authority regularly, prepare thoroughly and participate appropriately;*

- ✓ *respect confidentiality and information security requirements;*
- ✓ *surrender all documents, devices and materials associated with their membership at the end of service.*

These core obligations are supplemented by more specific duties set out later in this Code, including in relation to conflicts of interest, disclosure of interests, and compliance with the Ethics in Public Office Acts.

Members shall remain mindful of changes and developments within the University and in the wider regulatory, social and policy environment which may give rise to the need for amendment or review of this Code.

4.2 Annual Certification and Training

Members of the Governing Authority shall, on an annual basis, aligned with the Ethics returns, confirm in writing that they have complied with the requirements of this Code during the preceding period. This annual confirmation is intended to reinforce personal accountability, collective responsibility and the role of the Governing Authority in setting the cultural tone for the University.

The annual certification shall be supported by periodic training and briefings, as determined by the Governing Authority, to promote awareness of the standards, behaviours and obligations set out in this code. A failure or refusal to provide an annual confirmation may be treated as a matter for consideration by the Governing Authority.

Any alleged breach of this code identified through, or independently of, the annual certification process shall be addressed promptly in accordance with section 10 of this Code.

5. COLLECTIVE RESPONSIBILITY AND THE EFFECTIVE FUNCTIONING OF THE GOVERNING AUTHORITY

5.1 Diversity, Challenge and Deliberation

The Governing Authority comprises members drawn from a wide range of backgrounds and roles, including external members, academic staff, professional and support staff, and students. This diversity is a strength and is intended to promote robust challenge, informed judgement and balanced decision-making.

Members are expected to question, critique and test proposals constructively, to bring their expertise and perspective to bear, and to engage in open and robust deliberation.

5.2 Collective Decision-Making

Once the Governing Authority has reached a decision through its agreed processes, members are expected to respect that decision and support its implementation. Where a member feels strongly about a matter, they may request that their dissent be noted, but the decision of the Governing Authority must still be respected.

Collective responsibility applies after decisions have been taken. It does not require uncritical agreement during deliberation, nor does it inhibit independent judgement or the expression of differing views before a decision is made.

5.3 Stewardship of the Governing Authority

The effectiveness of the Governing Authority depends on its ability to function as a coherent collective, grounded in trust, mutual respect and adherence to agreed governance processes.

The Chair (Chancellor) has a particular responsibility for stewarding this collective functioning. This includes promoting balanced debate, encouraging constructive engagement, addressing behaviour that risks undermining the Governing Authority's effectiveness, and safeguarding the integrity of governance processes. Where appropriate, the Deputy Chair may support or act in this role in accordance with established governance practice.

While formal conduct mechanisms exist, a strong and mature Governing Authority relies primarily on early engagement, peer accountability and internal checks and balances exercised by its members. Where conduct or patterns of behaviour persistently undermine trust, orderly decision-making or the collective authority of the Governing Authority, members have a responsibility to ensure that such matters are addressed in a timely and appropriate manner in the interests of the University.

6. CONFLICTS OF INTEREST AND ETHICAL OBLIGATIONS / JUDGEMENT

6.1 Governing Authority Responsibility in Relation to Conflicts of Interest

The matters addressed in this section reflect the importance of the Governing Authority being consistently alert to conflicts of interest as a central governance consideration.

Conflicts of interest, if not properly identified and managed, have the potential to undermine the integrity of decision-making, diminish public trust, and expose the University to reputational, governance and legal risk. The Governing Authority must therefore take a proactive and disciplined approach to conflict awareness, disclosure and management.

Members are expected to approach conflicts of interest as an aspect of ethical judgement and collective governance responsibility, rather than as a narrow regulatory obligation. This applies equally to matters before the Governing Authority itself and to committee work undertaken on its behalf.

6.2 Nature of Conflicts of Interest

For the purposes of this Code, a conflict of interest may be:

- **Actual,** where a member has a direct interest that is capable of influencing their judgement;
- **Potential,** where a member has an interest that could reasonably develop into an actual conflict;
- **Perceived,** where a reasonable person, with knowledge of the relevant facts, might form the view that a member's judgement could be influenced, even if the member believes that no such influence exists.

The test to be applied is an objective one. A member's subjective belief that they can act impartially is not sufficient to displace the need for disclosure or recusal where a perceived conflict arises.

6.3 Compliance with the Ethics / Standards in Public Office Acts

Members are subject to the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 (the "Ethics Acts"). Members are individually responsible for compliance with the Ethics Acts, including:

- the completion and submission of annual Statements of Interests / Nil Interests for each year or part-year in which they serve as a member of the Governing Authority;
- the disclosure of interests as they arise in connection with matters under consideration;
- cooperation with the Standards in Public Office Commission.

While the completion and submission of returns is facilitated by the Corporate Secretary, timely and accurate compliance is a personal obligation and an important indicator of ethical leadership by members of the Governing Authority. Compliance with these obligations is an area on which the University and the Governing Authority are subject to regular audit. Accordingly, any non-compliance by any member reflects negatively on the Authority as a whole.

6.4 Register of Interests

Upon appointment, each member shall complete a register of interests, to be retained confidentially by the Corporate Secretary.

Members must notify the Corporate Secretary without delay of any material change to their interests during their term of office. The register is maintained for the purposes of transparency, compliance, and the protection of both the University and individual members.

6.5 Connected persons, contracts and relationships

Members must disclose to the Corporate Secretary any contracts or arrangements entered into with the University by:

- the member;
- a spouse, partner or relative (a "connected person" for the purposes of the Ethics Acts); or
- any company or organisation with which the member is associated,

of which the member would reasonably be expected to be aware. This obligation arises irrespective of whether or not the contract or arrangement is a matter for consideration by the Governing Authority.

At the express request of the Governing Authority, the scope of relationships requiring disclosure has been extended beyond those defined in the Ethics Acts to include other **close personal or professional relationships between members of the Governing Authority**.

This extended approach reflects the need to address perceived and potential conflicts as well as actual conflicts.

All such disclosures shall be brought to the attention of the Governing Authority at its next meeting and shall be recorded in the minutes and in the register maintained by the Corporate Secretary.

6.6 Declaration of Interests and Withdrawal from Consideration

Where a matter under consideration by the Governing Authority or one of its committees gives rise to an actual, potential or perceived conflict of interest, the member concerned must:

- declare the interest clearly and promptly; and
- withdraw from any discussion, consideration and decision-making on the matter.

Such declarations and withdrawals shall be formally recorded in the minutes of the relevant meeting and in the register of interests.

Members must not seek access to papers, receive briefings, or otherwise participate in the consideration of a matter from which they are required to withdraw.

6.7 Practical approach to disclosure

Members are expected to adopt a "when in doubt, disclose" approach. Disclosure is not a sanction and does not reflect adversely on a member. Rather, it protects the integrity of the Governing Authority's decision-making and safeguards both the University and the individual member. Members are encouraged to seek advice from the Corporate Secretary where uncertainty arises regarding whether an interest should be disclosed or how it should be managed.

6.8 Gifts and benefits

Gifts and benefits give rise to a particular form of actual, potential or perceived conflict of interest, where receipt of something of value may influence, or reasonably be perceived to influence, the independent judgement of a member, or the integrity of Governing Authority decision-making.

Members shall therefore not accept gifts or benefits that could influence, or be perceived to influence, the exercise of their independent judgement.

In particular:

- any personal gift or benefit with a value **in excess of €20** must be declared to the Corporate Secretary, whether received directly or indirectly;
- where a gift or benefit of more than nominal value is received and it would be inappropriate or impractical to refuse it (including for cultural or diplomatic reasons), such gift shall be accepted on behalf of the University rather than by the individual member, and shall be disclosed and recorded accordingly;
- gifts accepted on behalf of the University shall be managed (or disposed of) in accordance with arrangements determined by the University and recorded in the appropriate register maintained by the Corporate Secretary.

For the avoidance of doubt, this monetary threshold applies to gifts of a personal nature and does not apply to ordinary hospitality. Hospitality must nonetheless be reasonable, proportionate and appropriate to the member's role, and consistent with the principles set out in this Code.

7. INTEGRITY, CONFIDENTIALITY AND USE OF UNIVERSITY RESOURCES

7.1 Integrity in the Exercise of Governance Functions

This section addresses standards of conduct that support trust, stewardship and the effective functioning of the Governing Authority, and that sit alongside, but are distinct from, the conflict-of-interest obligations set out in Section 6.

Members shall conduct themselves with integrity, probity and fairness in the performance of their governance functions. In particular, members shall:

- ✓ *act honestly and in good faith at all times in the discharge of their duties;*
- ✓ *avoid conduct that is improper or that could reasonably bring the Governing Authority or the University into disrepute;*
- ✓ *adhere to public policy, good practice and University requirements in respect of procurement, expenditure and the engagement of goods and services;*

- ✓ *avoid the use of their position, influence or access as a member of the Governing Authority for personal, professional or third-party advantage;*
- ✓ *satisfy themselves that the Governing Authority conducts its affairs to high standards of ethical behaviour and public accountability.*

Obligations relating to conflicts of interest, including gifts and benefits, are addressed in Section 6 of this Code and apply in addition to the standards set out above. Following cessation of membership,

individuals shall not seek to enter into any consultancy or advisory arrangement with the University for a minimum period of two years.

7.2 Confidentiality and Information Security

Members shall respect the confidentiality of sensitive information held by the University and acquired through their role on the Governing Authority or its committees. In particular, members shall:

- ✓ respect the confidentiality of personal information, information received in confidence, commercially sensitive information, and information relating to future plans, negotiations or structural changes;
- ✓ observe due confidentiality and discretion in relation to all deliberations and discussions of the Governing Authority and its committees;
- ✓ take appropriate care to safeguard confidential or sensitive information, whether provided physically, electronically or verbally;
- ✓ use only approved systems and arrangements for access to Governing Authority papers and records;
- ✓ dispose of documentation using confidential disposal arrangements approved by the University.

Following cessation of membership, members shall:

- ✓ continue to adhere to confidentiality obligations;
- ✓ not use information obtained during service which is not publicly available to derive benefit or advantage for themselves or others;
- ✓ for a period of two years, not advise or act for another body in negotiations with, or in relation to conflicts involving, the University;
- ✓ return all materials associated with their membership and confirm in writing that no confidential material is retained.

7.3 Media Engagement and External Communications

Members of the Governing Authority must not engage with the media in relation to the business, deliberations or decisions of the Governing Authority, whether directly, indirectly, on or off the record, or through briefing or confirmation, unless expressly authorised to do so.

All media queries received by members in connection with their role on the Governing Authority shall be referred promptly to the University's Marketing and Communications Division. Where a media matter relates to the governance of the University rather than to operational matters, the Marketing and Communications Division will engage with the Chair of the Governing Authority and/or the Corporate Secretary, as appropriate, to ensure that any response is accurate, coordinated and consistent with the collective position of the Governing Authority.

Unauthorised engagement with the media, including selective disclosure, background briefing or commentary on confidential or sensitive matters, may constitute a serious breach of this Code. Such conduct undermines collective responsibility, damages trust within the Governing Authority, and inhibits open, forthright engagement between the Executive and the Governing Authority.

7.4 Proper Use of University Resources and Position

Members shall not misuse their position as a member of the Governing Authority, or University resources or information, for personal, professional, political or group-specific purposes.

Members shall not engage in lobbying, informal influence, or decision-making outside the formal processes of the Governing Authority and its committees. Members owe a fiduciary duty to the University and shall act at all times in good faith, with due care, skill and diligence, and in the best interests of the University as a whole.

8. PRINCIPLES OF GOOD CONDUCT

Members of the Governing Authority shall observe the following principles:

- ✓ **Integrity –** honesty, probity, independence and ethical leadership.
- ✓ **Collegiality –** courtesy, respect and co-operation with fellow members, staff, students and stakeholders.
- ✓ **Accountability –** acting responsibly, lawfully and fairly, and ensuring that decisions are properly informed.
- ✓ **Loyalty, Commitment and Selflessness –** attending meetings, preparing thoroughly, acting in the University's best interests and claiming expenses only in accordance with public-sector norms.
- ✓ **Valuing Stakeholder Interests –** supporting equality, diversity and inclusion, prioritising health and safety, respecting academic freedom, considering environmental impacts, and enhancing the student experience.

9. INDICATIVE EXAMPLES OF CONDUCT WITHIN SCOPE OF THE CODE

Without limiting the general obligations and principles set out in this Code, the following are examples of conduct which may constitute a breach where they arise in connection with a member's role on the Governing Authority:

- ✘ *unauthorised disclosure, whether directly or indirectly, of confidential or sensitive Governing Authority information, including deliberations, papers, draft positions, voting intentions, risk assessments or decisions not yet in the public domain;*
- ✘ *disclosure of such information to staff, students, media or third parties outside agreed governance or communications arrangements;*
- ✘ *confirming, denying or contextualising confidential Governing Authority matters in a manner that reasonably enables others to infer the substance or likely direction of deliberations or decisions;*
- ✘ *repeated or patterned disclosures which, taken cumulatively, undermine confidentiality, trust or the effective functioning of the Governing Authority;*
- ✘ *use of information, influence or access derived from membership of the Governing Authority to shape debate, influence outcomes or advance interests outside formal governance processes;*
- ✘ *misuse of University resources, information or the status of Governing Authority membership for personal, professional or sectional advantage;*
- ✘ *failure to appropriately declare, manage or withdraw in respect of an actual, potential or perceived conflict of interest;*
- ✘ *conduct which materially undermines mutual trust, respect, collective responsibility or the integrity of Governing Authority processes.*

These examples are illustrative only and do not represent an exhaustive list. Conduct will be assessed by reference to the principles and obligations set out in this Code, the statutory duties of members and the particular facts and context of each case.

9.1 Application to Internal Members and to Student Members

In the case of members who are staff or students of the University, conduct arising in the course of their University duties, studies, employment or engagement may, in certain circumstances, be relevant to their obligations as a member of the Governing Authority.

Whether such conduct falls within the scope of this Code will be a matter for assessment by the Governing Authority in light of the specific circumstances, including the nature of the conduct, its connection to the member's role on the Governing Authority, and its potential impact on confidentiality, integrity, trust or the effective functioning of governance processes.

10. BREACHES OF THE CODE OF CONDUCT

10.1 Raising Concerns

Any concern or allegation that a member may have breached this Code should be raised in a manner appropriate to the context in which the concern arises.

Where the concern relates to conduct arising in the context of a committee of the Governing Authority, it may be raised with the Chair of that committee, to be considered in accordance with the committee's Terms of Reference. Where appropriate, the committee may report the matter to the Governing Authority.

Where the concern relates to the conduct of a member of the Governing Authority more generally, or where the nature of the concern may reasonably affect that person's continued membership of the Governing Authority, it should be raised with the Chair of the Governing Authority, or with the Deputy Chair where it is not appropriate to raise the matter with the Chair. The Corporate Secretary may support the process in a procedural and advisory capacity where appropriate.

Nothing in this section limits the ability of the Governing Authority to consider any matter directly where this is warranted by its nature, seriousness or potential implications for governance, including the timely and proportionate consideration of any future concerns or potential breaches identified through periodic confirmation of adherence to this Code or otherwise coming to the attention of the Governing Authority.

10.2 Consideration and Fair Procedures

Concerns under this Code shall be considered in a manner that is proportionate, fair and appropriate to their nature. Matters that relate solely to committee conduct, and that do not reasonably engage continued membership of the Governing Authority, may be considered initially at committee level, in accordance with the committee's Terms of Reference. Matters that engage, or may reasonably engage, membership of the Governing Authority itself are matters for the Governing Authority.

In all cases, consideration under this Code shall comply with the principles of fair procedures, including timely notice of the concern, an opportunity to respond, and proportionate assessment of the Issues arising.

10.3 Outcomes

Following consideration of a matter under this Code, an appropriate outcome may be determined by the relevant committee or by the Governing Authority, depending on the nature of the matter and the level at which it is being considered.
Possible outcomes include:

- no further action;
- guidance, advice or training;
- corrective action or apology;

- outcomes within the scope of a committee's Terms of Reference, where the matter is considered at committee level;
- removal of a member from one or more committees of the Governing Authority;
- removal of a member from the Governing Authority.

Any outcome determined under this Code shall be proportionate and shall have regard to the integrity, effectiveness and reputation of the Governing Authority and the University.

10.4 Committee Membership

Membership of committees of the Governing Authority is governed by the Terms of Reference of the relevant committee. Where a matter is confined to committee conduct and does not give rise to consideration of membership of the Governing Authority, removal of a member from a committee shall occur in accordance with those Terms of Reference and by the appropriate committee and Governing Authority resolutions, and for good and sufficient reason. Removal from committee membership does not of itself imply removal from membership of the Governing Authority.

10.5 Membership of the Governing Authority

Membership of the Governing Authority is a statutory office. Removal of a member from the Governing Authority may occur only in accordance with paragraph 3 of the Third Schedule to the Universities Act 1997, by resolution of the Governing Authority and for good and sufficient reason. Decisions regarding membership of the Governing Authority are matters for the Governing Authority acting collectively, in the exercise of its statutory responsibility for the composition, integrity and effective functioning of the body.

This Code confers no power of removal beyond that provided by statute.

11. REVIEW OF THE CODE

This Code shall be reviewed by the Governing Authority at least every five years, or earlier where changes in law, governance standards or institutional context require.

Approved by the Governing Authority 16 June 2026

Signed by the Chancellor

Professor Brigid Laffan

For and behalf of the Governing Authority

UNIVERSITY OF
LIMERICK
OLLSCOIL LUIMNIGH

Design by www.copperreed.com