



Code of Conduct for Members of Governing Authority

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1 Introduction

1.1 Overview

This code of conduct is a guide for members of the Governing Authority of the University of Limerick in the performance of their duties as set down in the Universities Act, 1997. In particular, the code:

- Promotes compliance with relevant ethical, legal and regulatory obligations;
- Sets out standards and principles for ethical conduct and accountability during service on the Governing Authority;
- Prevents the development and/or acceptance of unethical practices;
- Promotes trust in the Governing Authority.

1.2 Scope

The code applies to all elected, appointed and nominated members of the Governing Authority of the University of Limerick as set out in the *Universities Act 1997*.

The code applies at all times to members of the Governing Authority during their service as a member, and afterwards where it concerns the business of the University of Limerick.

1.3 Commitment of the University

The University of Limerick values integrity, honesty and fairness and integrates these values into its teaching, research and business practices. Adherence to this code of conduct is crucial for the promotion of the University and its commitment to ethical behaviour.

The management of the University of Limerick is committed to supporting the Governing Authority in upholding this code and as part of this commitment, the Corporate Secretary of the University will:

- Induct new members into the business of the University and the Governing Authority as well as this code of conduct, and their obligations as members of the Governing Authority.
- Support members in implementing this code and upholding their obligations by providing practical guidance and direction.
- Provide members with copies of or access to:
 - This code of conduct
 - The relevant law, regulation and guidance which relates to the conduct and obligations of members
 - All relevant University of Limerick policies, procedures, rules and guidance which relates to the business of the University and the Governing Authority.
- Publish this code of conduct on the University's Website and the Governing Authority SharePoint documentation.

2 Obligations of Members of Governing Authority

2.1 Introduction

This section summarises the obligations on members arising from key pieces of law, regulation and guidance.

2.2 Legal and Regulatory Context

2.2.1 Overview

The legal obligations of members are set out in three key pieces of legislation.

2.2.2 *The Universities Act 1997*

The Universities Act establishes the Governing Authority and (amongst other things) describes its membership, functions and many of the obligations on members. Members serve on the Governing Authority under the terms of the Universities Act 1997.

2.2.3 *Ethics in Public Office Act 1995 and Standards in Public Office Act 1997*

These laws primarily require members to disclose and appropriately manage their conduct in relation to interests which might influence the way they (or others) conduct themselves on Governing Authority or other areas of public life.

The *Standards in Public Office Commission*¹ is responsible for the oversight of Governing Authority's compliance with these requirements, and members are required to make an annual return describing their interests to the Commission. This return is facilitated annually by the Corporate Secretary.

2.3 Governance

The University subscribes to and adopts the *Code of Governance for Irish Universities*², published by the Irish Universities Association jointly with the Higher Education Authority. This National Code is subject to review and revision from time to time. This is a comprehensive document which sets out all of the governance considerations that Universities should be aware of when conducting business. The University of Limerick Code of Governance³ is updated to reflect the most recent version of the National Code as required.

The National Code of Governance is adopted by all seven Irish universities as a guiding text in the conduct of the business of the university according to principles of good governance and this Code of Conduct will be updated to reflect revisions to that document and the University's own Code of Governance.

The Higher Education Authority, Department of Further and Higher Education (by whatever name known from time to time) and other Government Departments may, from time to time issue other guidance to or impose other requirements on members. Should this happen, the Corporate Secretary will advise members accordingly.

¹ www.SIPO.ie

² The most recent revision of this document is available on www.HEA.ie

³ The [University of Limerick Code of Governance](#)

2.4 Additional Disclosure of Interests

In addition to the legal and regulatory requirements on members outlined above, members of Governing Authority must:

- On appointment, complete a register of their interests to be retained confidentially by the Corporate Secretary⁴ on a register of Governing Authority members' interests. The definition of interests in this case is the same as set out in the Ethics in Public Office Acts;
- Disclose to the Corporate Secretary any contracts or arrangements they or any spouse/partner/relative and/or associated company/organisation enter into with the University of which they would reasonably be expected to be aware, irrespective of whether or not the contract/arrangement is a matter for consideration by Governing Authority. At the explicit request of Governing Authority, this definition of contacts as defined under the Ethics Acts has been extended to include other close relationships with members of Governing Authority. This should be borne in mind by members when declaring any potential/perceived/actual conflict of interest. Such contracts/arrangements will be disclosed to the Governing Authority at its next meeting;
- Where such a matter, or any other situation arising, where a member of the Governing Authority could be deemed or perceived to have an interest is being considered by the Governing Authority, the member concerned will declare his/her interest and recuse him/herself from the discussion and any subsequent decision.

2.5 Summary of Obligations of Members

Members of Governing Authority are required to:

- Be conversant with this Code of Conduct and use it as an aid in the conduct of their business as members of Governing Authority;
- Be aware of and conversant with the legal provisions which apply to the business of the University and the obligations on members, in particular the Universities Act, 1997;
- Be aware of and conversant with the University policies and procedures which apply to the business of Governing Authority;
- Act lawfully and ethically in their role as a member of Governing Authority;
- Act in the best interests of the University;
- Complete the Ethics in Public Office Annual Statements as requested by the Corporate Secretary. These statements are returned to the Standards in Public Office Commission and are used by the Corporate Secretary to update the register of Governing Authority members' interests. These must be completed annually for each year and part of year in which an individual is a member of Governing Authority;
- Advise the Corporate Secretary, at any stage, of any new, existing or changed interests⁵ (employment, business or professional interest, shareholdings, directorships, professional relationships, etc.) that could be a conflict of interest, could be perceived to be a conflict of interest or could materially influence the

⁴ The register may be shared with the Chancellor and President as and when required for the conduct of Governing Authority business.

⁵ This could include family or acquaintances' interests that the member could be reasonably expected to be aware of. When in doubt, the member should consult with the Chancellor or Corporate Secretary. These declarations will be treated confidentially by the Corporate Secretary, but may be disclosed to the Chancellor to assist in the conduct of the Governing Authority's business.

member's conduct and recuse themselves from considering any matter where a conflict may exist or may be perceived to exist;

- Surrender all documents and material to the Corporate Secretary at the end of service;
- Members of the Governing Authority shall remain observant and mindful of changes and developments in both the University, and general society as a whole, which may give rise to the need for an alteration to this Code of Conduct.

3 Principles for Good Conduct of Members of Governing Authority

3.1 Overview

The following seven ethical principles must be observed by members of Governing Authority. Under each principle there are specific examples of conduct to which members of Governing Authority must adhere, but members are also expected to use judgement in following the spirit of these principles.

3.2 Integrity

Acting with integrity means not placing yourself under any obligation that might interfere with your obligations as a member of the Governing Authority.

Specifically, members of Governing Authority should:

- Avoid giving or receiving gifts, corporate hospitality, preferential treatment or benefits which might affect, or appear to affect, the ability of the donor or recipient to make independent judgements;
- Adhere to public policy rules, policy and good practice in respect of purchasing, procurement and engagement of goods and services;
- Satisfy themselves that the Governing Authority conforms to the highest standards of business ethics;
- Satisfy themselves that management or employees of the University of Limerick are not involved in outside employment or business interests in conflict with the University's business;
- Avoid the use of University resources for personal gain, for the benefit of persons or organisations unconnected with the University or its activities or for the benefit of competitors;
- Adhere to the provisions of the Ethics in Public Office Acts and additional disclosure requirements set down in this Code of Conduct.
- Following cessation of membership of Governing Authority, individuals will not seek to enter into a consultancy arrangement in any form with the University for a minimum period of 24 months.

3.3 Collegiality

Collegiality means that you are working towards a common purpose with your colleagues on Governing Authority.

Specifically, members of Governing Authority should:

- Treat each other with courtesy and respect;

- Treat students, staff and all members of the University of Limerick community with the same level of courtesy and respect;
- Not improperly influence other members of Governing Authority;
- Not act as spokespersons in any way, public or private, for the Governing Authority, unless specifically requested to do so by the Chancellor or President;
- Participate actively and work co-operatively with other members in discharging their collective responsibilities as a Governing Authority;
- Not bring the Governing Authority and/or the University into disrepute.

3.4 Accountability

Acting with accountability means that you are accountable for your actions and decisions to the rest of the Governing Authority and ultimately to the public.

Specifically, members of Governing Authority should:

- Consider matters on their merits;
- Act responsibly, lawfully and fairly, with due care, diligence, loyalty and the prudence of a reasonable person;
- Satisfy themselves that accounts and reports to be considered accurately reflect the operating performance of the University;
- Not approve or consider anything that is misleading or designed to be misleading;
- Satisfy themselves that general information relating to the University's activity is published in an open way that enhances accountability.

3.5 Confidentiality

Acting with confidentiality means that you appropriately respect and handle information to do with the business of Governing Authority and stakeholders.

Confidentiality relates to the disclosure of all and any information provided to a member of Governing Authority in their capacity as a member. This information may not be disclosed without the prior sanction of the Governing Authority.

The golden rule is that where information comes into your possession by reason of your position as a member of Governing Authority, then it may not be disclosed to or discussed with any person other than another member. Where there is any doubt as to whether or not information is confidential, then members should consult the Corporate Secretary.

Specifically, members of Governing Authority should:

- Not acquire information or business secrets by improper means;
- Respect the confidentiality of sensitive information held by the University⁶, including:
 - Personal Information
 - Information received in confidence by the University
 - Commercially sensitive information or other information sensitive to the reputation of the University including future plans or details of major organisational or structural changes;

⁶ Notwithstanding the provisions of Data Protection and Freedom of Information Law.

- Observe due confidentiality and discretion in relation to all discussions at meetings of Governing Authority;
- Take care to safeguard the security of sensitive and/or confidential information (whether physically, electronically or verbally provided);
- Only dispose of documentation relating to the Governing Authority using the confidential shredding service provided by the Corporate Secretary's Office;
- Following the end of their service:
 - Continue to adhere to the principle of confidentiality in relation to the Governing Authority's business
 - Not make use of any information obtained during service that is not publically available in order to derive benefit of advantage for themselves or others
 - For a period of two years; not advise or act for another body in negotiations with or in regard to contracts with the University or in any conflict involving the University
 - Return all materials associated with their membership to the Corporate Secretary's Office for disposal or storage
 - Confirm in writing to the Corporate Secretary that they have not retained any confidential material.

For the general protection of the University and members of the Governing Authority, the following security measures apply to Governing Authority written information:

- Material for upcoming meetings of Governing Authority will be made available on SharePoint or other appropriate platform and access for members will be on a password protected basis only;
- Material must never be downloaded from the platform and/or printed and/or duplicated in any format;
- All Governing Authority material will be subject to the provisions of the University's Information Management Framework as approved by Governing Authority from time to time.

3.6 Adherence to Obligations

Adherence to obligations means that you will do all that can be reasonably done to make yourself aware of and compliant with all of the requirements that you have as a member of Governing Authority.

Specifically, members of Governing Authority should:

- Adhere to all legal and regulatory obligations imposed on members of Governing Authority set out in *Section 2* of this code;
- Adhere to and insist that the Governing Authority adhere to:
 - Law and regulation
 - Good practice
 - The rules, policies and procedures of the University of Limerick

in respect of:

- Equality and equal status in employment and provision of goods and services
- Disclosure of Interests
- Data protection and freedom of information

- Procurement of goods and services for the University
- Expenditure and accounting
- The prevention of fraud
- Remuneration and expenses;
- Seek advice and clarification on matters as required from the Corporate Secretary about adherence to obligations.

3.7 Loyalty, Commitment and Selflessness

Loyalty, commitment and selflessness means acting honestly in the interests of the University of Limerick and working to the best of your ability to serve as a member of Governing Authority. It also means that (within reason) the best interests of the University supersede your own interests.

Specifically, members of Governing Authority should:

- Endeavour to attend all Governing Authority meetings;
- Prepare for meetings in advance by reading the documentation provided and seeking any necessary clarifications;
- Participate appropriately in meetings;
- Assist the University of Limerick to compete vigorously and energetically, but also ethically and honestly with other educational institutions and other providers of research and advisory services;
- Act in best interests of the University of Limerick and be fully committed to its activities, with due respect for academic freedom and the interests of stakeholders (such as students and funding bodies);
- Only claim expenses as appropriate and in accordance with good practice in the public sector.

3.8 Valuing Stakeholder Interests

Valuing stakeholder interests means that beyond the immediate concerns of the University's business, members of Governing Authority work to ensure that, as a centre of political, economic, social capital and physical capital, the University works for the benefit of its students, staff, local community and the State.

Specifically, members of Governing Authority should:

- Prioritise the health and safety of student and staff in considering matters;
- Consider the concerns of the University's community in its objectives and operations;
- Work to ensure the impact of the University is in the best interests of the environment;
- Work to maximise quality of student experience.

4 Breaches of the Code of Conduct

4.1 Overview

This section establishes the procedure to be followed in the event that a breach of this code of conduct is suspected.

4.2 Complaints or Allegations

4.2.1 *Referral to the Corporate Secretary*

Any complaint or allegation that a member is in breach of this code is referred in writing to the Corporate Secretary.

4.2.2 *Initial investigation*

On receipt of such a complaint or allegation, the Corporate Secretary, in consultation with the Chancellor and President, considers if an investigation should take place to establish if a breach has occurred, then it should be referred to the Governing Authority for deliberation. Where a complaint or allegation relates to either the Chancellor or President, then the Deputy Chairperson of Governing Authority will deputise as appropriate.

Where a decision is taken that a case should be investigated, then the Governing Authority will appoint a specially constituted sub-Committee of the Governing Authority (the Committee) to investigate the complaint and report to the Governing Authority on its findings and its reasoned recommendation on whether or not there is good and valid reason to have the person removed as a member of the Governing Authority.

4.3 The Committee

4.3.1 *Membership*

The Committee comprises three members of Governing Authority:

- The Deputy Chairperson or his/her nominee (Chairperson)
- One member of the Governing Authority who is an employee or student of the University
- One member of the Governing Authority who is not an employee or student of the university i.e. external to the University

4.3.2 *Conduct*

The Committee will be impartial and self-regulating.

The Committee will complete its investigation and consideration of the matter within four weeks from the date of its first meeting.

Investigations will be carried out in accordance with the principles of natural and constitutional justice.

Upon completion of its deliberations, the Committee may suggest an option for sanction that is appropriate to the offence committed, such options include but are not limited to:

- The requirement that the member engages in appropriate training relevant to the offence committed;
- The requirement that the member issues an apology to Governing Authority;

- The requirement that the member issues a public apology;
- The requirement that the member takes corrective action either within Governing Authority or publicly;
- Removal from office as a member of Governing Authority.

Upon completion of its deliberations, the Committee will convey its findings and reasoned recommendation in writing by registered mail to the member of Governing Authority and inform the member of his/her right to appeal.

The Corporate Secretary will ensure that the member is informed of the outcome of the Committee's deliberations and the right of appeal as provided by this section.

The findings and recommendation of the Committee will not to be conveyed to the Governing Authority for decision until after the end of the appeal period.

4.3.3 Appeals

The member of Governing Authority may appeal the findings and recommendation of the Committee by contacting the Corporate Secretary of the University in writing within ten (10) working days from the date of notification of the findings of the Committee.

Upon receipt of such an appeal, the Corporate Secretary, in consultation with the Chancellor and President, arranges for a retired Judge of the High Court or of the Supreme Court to consider the appeal.

The person so appointed, as soon as is practicable, submits his/her reasoned recommendation to the Governing Authority on whether or not the findings and the recommendation of the Committee should be upheld.

4.3.4 Recommendation

The Committee may recommend a sanction including the examples set out above. Where there is such a recommendation by the Committee and no appeal has been initiated by the member within the appeal period, or where the outcome of the appeal process upholds the recommendation, the Governing Authority may pass a resolution upholding the sanction recommended by the Committee.

5 Review of Code of Conduct

This code of conduct must be reviewed by Governing Authority a maximum of five years after its adoption and earlier if the Governing Authority feels that it necessary to do so, or that the regulatory and policy landscape has changed sufficiently to warrant a review.