

Code of Conduct

**CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS AND ITS COMMITTEES**

# Introduction

## This Code outlines the standards of conduct expected of Members of the Board of Governors and its Committees, including External Co-opted Members (unless stated otherwise) (together, the **Members**). It aims to guide Members in understanding and fulfilling their legal duties, conducting themselves appropriately in their relationship with Cardiff Metropolitan University (the **University**), and promoting effective and well-informed corporate governance. This Code is not intended to be a definitive or authoritative statement of the law.

## In addition to this Code, Members are expected to be familiar with:

1. The University’s Articles and Instrument of Government;
2. The University’s Standing Orders and Statement of Primary Responsibilities;
3. The University’s Scheme of Delegation;
4. The University’s Strategic Plan including its core values and mission;
5. The Financial Management Code issued by HEFCW / Medr;
6. The CUC HE Code of Governance; and
7. The respective role description(s) applicable to them.

Members should also familiarise themselves with their statutory duties and University policies as relevant to the role. This includes but is not limited to the Whistleblowing Policy, Anti-Bribery Policy, Financial Regulations, and Information Security Policy.

## Acceptance of appointment as a Member is construed as acceptance of this Code.

## While this Code provides a framework, Members should consult the referenced documents listed at paragraph 1.2 for specific details and seek clarification from the Clerk to the Board when necessary. Ultimately, each Member is responsible for ensuring their conduct aligns with the University’s standards and legal requirements.

# Duties and Responsibilities

## **Fiduciary Duty**

## As governors are each registered with the Charity Commission as trustees, governors owe a fiduciary duty to the University. This requires acting in good faith, prioritising the University’s interests, avoiding personal profit, and exercising honest, diligent, and independent judgment, subject to the principles of collective responsibility. Members should be familiar with their duties as a charitable trustee.

## **Acting for the Benefit of the University**

## Decisions made by Members must be in the best interests of the University as a whole, prioritising students, staff, and the effective use of public funds. Members’ actions should promote and protect the reputation of the University.

## **University Funding**

## Members must ensure the proper use of the University’s funds and income.

## **Principles of Public Life**

## Members must uphold the highest standards of corporate governance and adhere to the Seven Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

# Skill, Care, and Diligence

## Members should exercise reasonable care and diligence, considering their skills and the specific context of their role. This includes acting within the terms of reference of any committees they serve.

## Members should give sufficient time to their role, being active in their responsibilities.

## Members should participate in the University’s annual training and development programme to enhance their understanding of their duties and responsibilities, this includes partaking in an annual appraisal.

# Powers

## Members are responsible for making decisions within the powers granted to the University by the Education Reform Act 1988 (as amended). If a Member believes a decision may exceed the University’s powers, they should consult the Clerk for advice.

# Conflicts of Interest

## Members must avoid conflicts (actual or potential) between their personal interests and their duties owed to the University. No conflict should arise that could interfere with a Member’s ability to act with independent judgment. Members must disclose any interests that could potentially influence their judgment annually through a declaration and before a relevant matter is considered. Members should update their declaration for the Register of Interests whenever circumstances change.

## Members should not accept gifts or hospitality that could compromise their judgment. Any offers or receipts should be reported to the Clerk.

# Decision-making and Collective Responsibility

## Members are collectively responsible for decisions made by the Board, even if they disagree with a particular decision. Members who disagree should raise their concerns at the appropriate time and ensure this is accurately recorded in the minutes of the meeting. If a Member disagrees strongly, they should consult with the Chair or Senior Independent Governor, and offer to resign if necessary.

## Members are collectively responsible for adhering to the HEFCW / Medr Financial Management Code.

## With regard to paragraph 5, Members should not allow personal or outside interests to influence their decision-making.

# Confidentiality

## While the University strives for transparency, there will be occasions when information must be kept confidential. Members should maintain confidentiality regarding sensitive matters discussed by the Board and its Committees, unless authorised by the Board or required by law.

## To safeguard the University's confidential information and prevent data breaches, Members should handle University documents with the utmost care and responsibility, ensuring secure access and storage. This includes using strong passwords, avoiding unauthorised sharing, reporting security breaches promptly, keeping devices and software updated, and physically securing documents and devices.

# Equality, Diversity, and Inclusion

## Members should promote a positive and inclusive culture at the University which supports ethical behaviour and an environment where different perspectives and backgrounds are encouraged and valued.

# Board and Executive Relationship

## Members should recognise the separate but complementary roles of the Board and the Executive, specific details of which are set out in the Statement of Relationship between the Board and the Executive.

# Attendance at Meetings

## Regular attendance at Board and Committee meetings is essential for effective governance. Members should refer to the Meeting Attendance Policy for further guidance. Members’ attendance at meetings of the Board of Governors and its Committees is reported annually to Medr as part of the University’s Annual Report and Financial Statements.

**Approved by the Board of Governors | November 2024**