

**Board of Governors’ Code of Conduct & Fit & Proper Declaration**

1. **Introduction**

 Members of the Board of Governors are appointed to serve as:

a. Trustees as the University is an exempt Charity, regulated by the Office for Students (OfS), as Principal Regulator on behalf of the Charity Commission and therefore have responsibilities under charity law; and

b. as Directors of the University, which is a private company limited by guarantee, Company number 4740553, and therefore have responsibilities under company law.

*Definitions*

For the purposes of this Code, the term ‘Governor’ also covers the terms ‘Trustee’ and ‘Director’. The term ‘University’ also covers the terms ‘Charity’ and ‘Company’. Each Governor is asked to agree to abide by this Code of Conduct by signing the attached declaration accordingly.

Irrespective of the way in which a member of the Board of Governors is appointed, for example by nomination, election or through a recruitment exercise, all members of the Board of Governors are expected to abide by this Code of Conduct.

2. **Purpose of the Code and Declaration**

 We are collecting this information from you in order to satisfy the management and governance conditions around the university’s registration with the OfS. As part of this, we need to demonstrate that ‘the organisation is owned (where relevant) and managed by ‘fit and proper’ persons’. We seek confirmation from you when you are initially appointed in post as a member of Council and then annual confirmation thereafter. We are now maintaining/updating this record for our own purposes and to be able to respond to any future OfS requirements.

During the due diligence we undertook as part of your appointment process, we established your good character and confirmed that you have the qualifications, competence, skills and experience that are necessary for your role as a member of Council.

We now ask you to re-confirm that you are a fit and proper person, as defined by the Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix 1). We also ask you to re- confirm your commitment to the Nolan Principles of Public Life and the Public Interest Governance Principles as set out by the OfS.

This form and the information contained within it will enable us to:

* + - bring to your attention the ***‘fit and proper’ persons*** extract from the OfS Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix 1),
		- demonstrate our commitment to working with the highest standards of openness, integrity and accountability,
		- notify you on how the university will use the information and personal data you provide for (see 2.4 below).

How we will use this information

The OfS requires us to confirm that every individual whose details we have passed to it has consented in writing to the OfS holding and processing their personal data for the purpose of its regulation of the university, and that we will provide a copy of this consent on request (section 98 of Appendix 1). However, under General Data Protection Regulations (GDPR), the lawful basis under which it is necessary for us to process your personal data is contained within article 6 (c) of the GDPR: ‘compliance with a legal obligation’.

You will be invited to sign a declaration in section 6 which states that you have read, understood and completed this form and you confirm you are a fit and proper person.

For more information about how the OfS will use your information please visit the [OfS website.](https://www.officeforstudents.org.uk/ofs-privacy/) If you would like to know more about how the university uses the information it holds on you, please view our Staff Privacy Notice, we will follow the same approach to handling data on members of Council.

If you have any concerns about how your information will be used, please contact the University Secretary.

3. **Nolan Principles of Public Life**

The principles have been taken from the government publication and are the basis of the ethical standards expected of public office holders. Please read the below principles and confirm your commitment in section 6.

3.1 **Selflessness**

 Governors have a general duty to act with probity and prudence in the best interest of the charity as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

3.2 **Integrity**

Members of the Board of Governors should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff. More specifically they:

* should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role
* must avoid actual impropriety and any appearance of improper behaviour
* should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to the University over the value of £50.00 should be declared to the Board

3.3 **Objectivity**

 In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits, or transacting other business, the Governors should ensure that decisions are made solely on merit.

 In arriving at decisions in areas where they do not have expertise themselves, the Governors should consider appropriate professional advice.

 If an individual member of the governing body has a view that is not consistent with the collective view of the governing body, they should abide by the principle of collective decision making and avoid putting specific interests or personal views before those of the institution. Individually they must not make any agreement for which they do not have authority.

3.4 **Accountability**

 The Governors:

* have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in the University;
* are accountable to the University’s members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.

3.5 **Openness**

The Governors should ensure that confidential information and material, including material about individuals, is handled in accordance with due care; so that it remains confidential.

In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

3.6 **Honesty**

The Governors have a duty to avoid any conflict of interest so far as is reasonably practicable. In particular, they must make known any interest in any matter under discussion which:

* creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her family, or friends, or organisation, more than the generality affected by the decision; or,
* which might reasonable cause others to think it could influence the decision.

He/she should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making, unless the remaining Governors agree otherwise.

3.7 **Leadership**

The Governors must:

* promote and support the principles of leadership by example
* strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively and avoid dominating the contributions of others;
* bring a fair and open minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the charity’s best interests;
* respect the authority of the Chair of the Board, and the chair of any meeting;
* having given delegated authority to any of their number or to any staff, be careful - individually and collectively – not to undermine it by word or action.
* Accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;
* Respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
* Abide by any equal opportunities, diversity, health and safety, bullying and harassment policies and any other policies agreed by the Board;
* Maintain respectful, collegial and courteous relationships with contacts established in the Board member role;
* When speaking or writing as a Board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;
* When speaking privately strive to uphold the reputation of the University and those who work in it.

4. **Public Interest Governance Principles as set out by the OfS**

4.1. The principles below have been extracted from the OfS website and apply to all registered providers. Please read the below statements and confirm your commitment in section 6.

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 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.

X. Records: Where degree awarding powers (DAPs) 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 the Higher Education and Research Act 2017 exists, the provisions setting out those powers must be retained and may not be altered without the consent of the Office for Students.

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.

5. Fit and proper person

5.1. The OfS Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix 1) outlines regulations around the ownership and management of providers. Please read the below statements and confirm in section 6.

The following statements are an extract from the Regulatory Advice provided by OfS (see Appendix

1) setting out their indicators of a fit and proper person:

5.2. you are able by reason of your health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which you have been appointed;

5.3. you have not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in your employment or in the conduct of any entity with which you are or have been associated;

The following statements are an extract from the Regulatory Advice provided by OfS (see Appendix

1) setting out their indicators that a person may not be a fit and proper person:

5.4. disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011;

5.5. conviction of a criminal offence anywhere in the world;

5.6. subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years);

5.7. subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies;

5.8. involvement in any abuse of the tax systems;

5.9. involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated;

5.10. involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection;

5.11. dismissal from a position of trust or similar;

5.12. involvement with a Higher Education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).

**Breaches of the Code**

In cases where there is a concern that a Governor has breached this Code, the matter will be reviewed by the Chair and another Governor, or two Governors appointed by the Chair, who will make a recommendation to the Board. (If a concern has been raised about the Chair, the review will be undertaken by the Vice Chair and another Governor.)

The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the Governor concerned to resign from the Board. The Governor will accept the decision of the Board in such cases.

**6. Formal confirmation and sign off**

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| **Name**  |
| **Confirmation**  |
| I confirm my commitment to the Nolan Principles (section 3); | ☐  |
| I confirm my commitment to the Public Interest Governance Principles as set out by theOfS (section 4); | ☐  |
| I confirm statements 5.2 and 5.3 continue to apply to me that demonstrate I am a *fitand proper person;* | ☐  |
| I confirm that the statements from 5.4 to 5.11, that could indicate that I *may not be a fitand proper person,* do not apply to me. | ☐  |
| If you have any further comments, for example, if sections 5.4 to 5.11 apply to you or if there is anything you think we should be aware of, please provide more below:  |
| The information in sections 3 to 5 are a continuing requirement of our registration with the OfS. We would be grateful if you can notify us of any subsequent changes. Please confirm that you are aware of this requirement.  | ☐  |
| Please sign or type your name in lieu of a signature.  |
| By signing this form, I confirm that I have read and understood the information contained in it and that section 6 has been completed by me  |
| Date of signature  |
| Please send you completed form to the University Secretary - s.freshville@chi.ac.uk  |