



## Code of Conduct for Governing Body

<b>Policy Document Record</b>	
Policy Owner	University Secretary's Office
Approval Body	Governing Body
Governing Body Approval	Meeting 17 - 8th July 2020
Revision Date(s)	
Notes	

## 1. INTRODUCTION

- 1.1** TU Dublin is charged with maintaining best practice behaviour in all our interactions and has developed this Code of Conduct as a way of ensuring that appropriate standards of conduct are adhered to by its Governing Body. The University encourages the highest standard of conduct to ensure that our actions are lawful, ethical, honourable and transparent. Governing Body members are expected to operate at all times in all settings in a manner that positively reflects on and enhances their own reputations and that of TU Dublin.
- 1.2** This Code sets out the minimum requirements expected of Governing Body members in performing their duties in a lawful, ethical and professional manner and in compliance with the provisions of the Technological Universities Act 2018 (the Act), policies and procedures of the University, the Code of Governance for the Technological University of April 2019 and this Code of Conduct as approved by Governing Body.
- 1.3** The purpose of this Code of Conduct is to provide guidance to the Chairperson and members of the Governing Body of Technological University Dublin and its committees in performing their duties as members of the Governing Body. This Code does not address all possible situations that may arise in the University but is a set of principles that provide guidance to members of Governing Body on appropriate behaviour with the objective of promoting and maintaining confidence and trust in the Governing Body.
- 1.4** This Code has been approved by the Governing Body.

## 2. SCOPE

- 2.1** All members of the Governing Body, whether elected or nominated, serve under terms and conditions established in the Technological Universities Act 2018. This Code applies to all such members.

## 3. PRINCIPLES

- 3.1** In performance of their duties, members owe a duty to the Governing Body as a whole and must not act as representatives of any bodies or individuals. Elected or nominated members have the right to represent views upwards to the Governing Body but should not report back to any group or individual any Confidential Information (as defined in Schedule 1 para 10(4) of the Act).
- 3.2** In discharging their duties, members should have regard to the distinction between the role of Governing Body and that of management of the University. The Governing Body is responsible for overseeing the University's activities, determining its future and fostering an environment in which the University's mission and strategy is achieved. University management is responsible for the achievement of strategic objectives of the University on a day-to-day basis and for the implementation of Governing Body decisions and is accountable to Governing Body for such delivery.

- 3.3** Members duty of confidentiality remains even after an individual ceases to be a member of Governing Body. Former Members will return such documentation or equipment obtained in the course of their term to the University Secretary, or otherwise indicate to the University Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Member's require access to Governing Body papers from the time of their tenure on the Governing Body, this will be facilitated by the University Secretary.
- 3.4** Members must accept collective responsibility for all decisions of Governing Body and must avoid representing to anybody their own or any other member's dissent from any decision.
- 3.5** Members are expected to make reasonable endeavours to attend all Governing Body meetings and to be well informed, to prepare diligently for meetings, to read all material supplied.
- 3.6** In carrying out their duties, members should act with reasonable care, skill and diligence and with integrity, independence and good faith.
- 3.7** Members are expected to treat each other and the staff and students of the University with respect and are bound by the University's Dignity and Respect at Work policy.
- 3.8** Upon appointment each member should advise the University Secretary of:
- i)** Any employment, business or professional interest, including shareholdings, directorships, professional relationships and so forth that could involve a conflict of interest or could materially influence the member in relation to the performance of their functions as a member of Governing Body. If, during the duration of their membership any new development on the lines outlined above transpires, the member should advise the University Secretary.
  - ii)** Any interests of a member's family of which they could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of their functions should also be disclosed. For this purpose, persons and bodies connected with a member will include:
    - a)** a spouse, parent, brother, sister, child or step-child;
    - b)** a corporate body with which the member is associated;
    - c)** a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at a) or b) above;
    - d)** a person acting as a partner of the member or of any person or body who, by virtue of any of the above, is connected with the member.
- 3.9** If a member is in doubt as to whether or not they are obliged under Clause 3.8 to reveal some matter they should consult the University Secretary.
- 3.10** A confidential report of members' interests shall be maintained by the University Secretary and access to it should be confined to the member and the Chair of Governing Body.
- 3.11** A member should absent themselves from that part of any meeting of the Governing Body where any matter where they or any member of their family or any corporate entity, business or trust in which they or a member of their family has an interest is being discussed or where a reasonable analysis would conclude that a conflict of interest existed.

**3.12** In cases where it is not clear as to whether or not a conflict of interest exists, the matter will be decided by the Chair of Governing Body in accordance with the provisions of Schedule 1 of the Act.

**3.13** The Chair is the sole spokesperson for Governing Body and no member of Governing Body should purport to speak for it unless authorised or specifically requested to do so by the Chair of Governing Body.

**3.14** In addition to the foregoing, members shall act in accordance with any procedures or restrictions agreed by Governing Body from time to time.

## **4. LOYALTY**

Members acknowledge their responsibility to be loyal to Technological University Dublin and to act in the best interests of the University at all times, with due regard to the interests of the University and all its stakeholders.

## **5. FAIRNESS**

**5.1** Technological University Dublin is committed to complying with employment equality and equal status legislation; to creating an environment where diversity is celebrated and everyone is treated fairly regardless of gender, age, race, disability, ethnic origin, religion, sexual orientation, civil status, family status, or membership of the travelling community. Members of the Governing Body will carry out all duties in compliance with the University's Equality, Diversity and Inclusion Policy.

**5.2** The University is committed to fairness in all business dealings and values all of our community equally. The University is committed to the Athena Swan principles.

## **6. GIFTS**

Members will not accept corporate gifts, hospitality, preferential treatment or benefits from any party which might impact, or appear to impact, their independent judgment in terms of acting in the best interests of Technological University Dublin.

## **7. PERSONAL GAIN**

Members should not use Technological University Dublin's resources or time for personal gain, for the benefit of persons/organisations unconnected with Technological University Dublin or its activities.

## **8. QUERIES**

University Secretary's Office: [governingbody@tudublin](mailto:governingbody@tudublin)