



Code of Practice for Council Members 2023/24 – 2024/25

Introduction and Scope

1. This Code of Practice ('the Code') applies to members of the Councils of the University of Wales (UW) and the University of Wales Trinity Saint David (UWTSD). Within the Code, the term 'Council' means both the UW and the UWTSD Councils as appropriate and the term 'University' means both UW and UWTSD as appropriate, except where specified otherwise.
2. The primary purpose of the Code is to provide guidance for Council members on:
 - the standards of conduct and accountability which are expected of them in their role as governors of the University and charity trustees;
 - the principles and values of the University and of public service more generally;
 - the University's approach to matters such as confidentiality and the declaration of interests.
3. Under UW Ordinance 7 and UWTSD Ordinance II, the Council may remove from office a member who has persistently failed to attend meetings without permission or is otherwise unable or unfit to discharge the functions of a member. A secondary purpose of the Code is to support the decision-making process through which judgements on these matters may be made.
4. The Code is aimed at promoting effective, well-informed and accountable corporate and charitable governance, and is not intended to be a definitive or authoritative statement of the law.
5. Those covered by the Code are expected to be familiar with the following, which are provided on appointment and may be updated from time to time:
 - the Charter, Statutes and Ordinances of the University ('the statutory instruments');
 - the University's Strategic Plan and supporting strategies;
 - the HEFCW Terms and Conditions of Funding;
 - the CUC *Higher Education Code of Governance*;
 - the regulations and guidance of the Charity Commission.
6. The Code applies to the Council, its standing committees, any working group, and any subsidiary company or joint venture of the University to which Council members may be appointed or over which they may have jurisdiction or responsibility, whether explicit or implied.
7. Council members are required to sign up to the Code on appointment and to confirm their continuing acceptance of its terms on an annual basis.
8. The Code is reviewed biennially by the Nominations and Governance Committee and approved biennially by the Council.

Principles and Values

9. Council members are expected to follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the Nolan Committee, May 1996). These are:

Selflessness:

Holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity:

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity:

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability:

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness:

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty:

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership:

Holders of public office should promote and support these principles by leadership and example.

10. The University is committed to creating an inclusive learning and working community which is free from discrimination, harassment and victimisation, and where all staff and students are supported, feel respected and can show their potential. It aims to achieve a culture of openness in which people feel safe and valued and in which there are good interpersonal relationships. Council members are expected to display the same behaviours expected of staff and students.

Functions and Powers of the Council

11. Members of Council are responsible for exercising the functions and powers set out in the statutory instruments. The accompanying Scheme of Delegation sets out where decision-making authority in the name of, or on behalf of, the Council resides, and where this authority can and has been delegated. If a Council member thinks that the Council or a standing committee will be in contravention of its powers by taking a particular decision, he or she should immediately discuss the issue with the Chair or the Clerk.

Collective Responsibility

12. Any decision of the Council (including any decision of a standing committee on a matter delegated to it by the Council), even when it is not unanimous, is a decision taken by the

Council collectively. Individual Council members have a duty to stand by the decision, whether or not they were present at the meeting at which the decision was taken. No Council member can act on his/her own without the proper authority from the Council and all carry equal responsibility for decisions made.

13. If a Council member disagrees with a decision taken by the Council or a committee, his or her first duty is to have any disagreement discussed and, if requested, recorded in the minutes. If the individual still strongly disagrees, he or she should consult the Chair and, if necessary, raise the matter again with the Council when it next meets. If no ordinary meeting is scheduled, reference should be made to the procedure for calling a special meeting. Alternatively, the Council member may decide to offer his or her resignation from office.

Attendance at Meetings

14. A high level of attendance at meetings of the Council and its committees is expected so that members can perform their functions properly. A Council member who is unable to attend relevant meetings and events on a regular basis should offer his or her resignation from office. An annual audit of attendance is undertaken by the Clerk and the outcomes are reported to the Chair in order to inform individual appraisals. Attendance data is published in the University's Annual Report and Financial Statements.
15. As noted above, under UW Ordinance 7 and UWTSD Ordinance II, the Council may remove from office a member who has been persistently absent from meetings of the Council without permission.

Confidentiality

16. It is important that Council and its committees have full and frank discussions in order to take decisions collectively. Such discussions are possible only when there is trust between members and a shared understanding of corporate responsibility. Council members are therefore expected to keep discussions and views expressed by individual members confidential. The duty of confidentiality continues even after an individual has ceased to be a member.
17. Council papers and minutes are classified into those which are unrestricted (available to members of the University and the public after the meeting); restricted (confidential to Council members); and reserved (confidential to independent and co-opted members of Council, normally because they relate to an individual member of staff or an individual student). Council members are expected to observe the classification of items and to treat the material accordingly. As above, the duty of confidentiality continues even after an individual has ceased to be a member.
18. Council members should not make statements to the press or media or at any public meeting relating to the University without having first obtained the approval of the Chair or, in his or her absence, the Vice-Chair.

Conflicts of Interest and Loyalty

19. Charity trustees are required by law to act only in the best interests of their charity. A *conflict of interest* is defined by the Charity Commission as any situation in which a trustee's personal interests or loyalties could, or could be seen to, prevent the trustee from making a decision only in the best interests of the charity. Conflicts of interest usually arise where either there is a potential financial or measurable benefit directly to a trustee, or indirectly through a connected person; or a trustee's duty to the charity may compete with a duty or loyalty they owe to another organisation or person.

20. A *conflict of loyalty* is defined by the Charity Commission as a conflict of interest that arises because, although the affected trustee does not stand to gain any benefit, the trustee's decision making at the charity could be influenced by his or her other interests. The University also uses the term 'duality of interest' to describe this situation. In accordance with Charity Commission guidance CC29 section 4.5, the trustees may decide that, where such a conflict of interest poses no risk or a low risk to decision-making in the best interests of the charity, the affected trustee, having declared the interest, may participate in decision-making.
21. Members of Council must seek to avoid putting themselves in the position where there is a conflict (actual or potential) between their personal or professional interests and loyalties and their duties to the Council or its committees. They should not allow any conflict of interest or loyalty to arise that might interfere with the exercise of their independent judgement.
22. To this end, Council members are expected to:
- make an annual declaration of interests to the University at the start of each academic year, providing the details requested and using the format prescribed by the Clerk;
 - seek written approval from the Chair prior to engaging in any new external activity or business development which may have a bearing, either direct or indirect, on the work of the University;
 - inform the Clerk of any changes to their circumstances during the year which have a bearing on their declaration of interests;
 - at the start of each meeting, proactively identify and inform members of any specific item on which their declared interests may have a bearing and, if required by the Chair, not take part in the relevant discussion or decision-making, or leave the meeting at the appropriate point;
 - at the end of each meeting, declare any unforeseen conflict of interest or loyalty that has arisen during the discussion;
23. In all cases where a conflict has been identified at a meeting, the minutes of the discussion will record the process that has been followed and the level of participation that has been permitted.
24. An annual register of interests is compiled by the Clerk and published on the University website.
25. Council members are not treated as having an interest in any matter by reason only of their (or a close relative, i.e. parent, sibling or child) being a member of staff or a student of the University. The exception to this is set out in Statute XI where a pecuniary benefit is conferred on a member of the Council.
26. The annual declaration of interests is also used as a mechanism to confirm Council members' continuity eligibility to act as charity trustees. Council members must inform the Clerk immediately of any changes to their circumstances which have a bearing on their eligibility to be a trustee.

The UWTSD Group and University-appointed Directors of Companies

27. UWTSD is part of the UWTSD Group, a dual sector structure which includes Coleg Sir Gâr (CSG), Coleg Ceredigion and a number of subsidiary companies. Some of the companies are also charities. UWTSD is the sole member of CSG, and Coleg Ceredigion is a subsidiary of CSG. UW is not part of the UWTSD Group and has a number of its own subsidiary companies.
28. From time to time the University may appoint a Council member to act as a director of one of its subsidiary companies, to represent the University's interests as a member or shareholder of that company. If the company is also charity, the director will be a trustee of the charity. In such cases, the member may be seen to have a duality of interest.
29. In addition to charity law, the *Companies Act 2006* sets out the law relating to conflicts of interests affecting directors. The general procedures set out above enable University-appointed directors to comply with their duties towards the University. However, a University-appointed director also has a statutory duty under company law to avoid a situation where s/he has, or could have, a direct or indirect interest which conflicts, or possibly may conflict, with the company's interests.
30. Many companies have their own codes of practice or conduct, which include policies to enable their directors to comply with their statutory duty to avoid conflicts. The University expects any University-appointed director to either comply with the policy of the company of which they are a director; or, where such a policy does not exist or is inadequate, to alert the University accordingly.
31. Occasionally the duties a University-appointed director owes to the University may conflict with the duties that he or she owes to the company. If a University-appointed director is unsure about whether a particular situation amounts to a conflict of interest, s/he should discuss the matter with the Clerk and, where applicable, the company secretary. Exceptionally, and with the approval of the Chair of Council, the advice of the Visitor may be sought and a University-appointed director may be required to step down as a director where the conflicting duties cannot be managed to the benefit of both the University and the company.

Duality of Interest between the University of Wales and the University of Wales Trinity Saint David Councils

32. UW and UWTSD have signed a legal Deed committing them to the establishment of joint governance and administrative arrangements so that both operate in a combined way, subject to the terms of their respective Charters and law. In accordance with the Deed, the Councils of both universities have established integrated governance arrangements, whereby they (and their committees) comprise a common core of governors. Their operation must be in accordance with the requirement under charities law to be able to hold valid and quorate meetings with unconflicted quora.
33. In practice, therefore, an unconflicted quorum of the UW Council is required in respect of a decision on any matter pertaining to UWTSD and an unconflicted quorum of the UWTSD Council is required in respect of a decision on any matter pertaining to UW. Common standards and policies require the approval of both Councils.
34. To give effect to these requirements, it is expected:
 - (a) that the Clerk will be mindful of, and make the Chair aware of, any forthcoming item of business which may require an unconflicted quorum;

(b) that, when an item of business has been so identified, the process set out in Charity Commission guidance CC29 section 4.5 will be followed, so that:

- Council members who are members of both the UW and the UWTSD Councils will declare a duality of interest;
- it will then be for the relevant Council to determine whether: the duality of interest is such that the relevant member(s) must not vote and will not be counted in the quorum; or that the duality of interest is a conflict of loyalty, is low risk in the context of the circumstances and the decision to be made, and hence that the relevant member(s) can vote and be counted in the quorum;
- the minutes of the discussion will record the process that has been followed and the level of participation that has been permitted.

Induction and development

35. Following appointment Council members must participate in the induction arranged for them by the University. Thereafter they are expected to take part in development events and activities organised by the University to support them in their role. Such events may be provided internally or externally.

36. Appraisal of Council members is undertaken annually by the Chair through meetings with individual governors, the generic outcomes of which are reported to the Nominations and Governance Committee.

University Regulations, Policies and Procedures

37. Council members have a duty to ensure they are fully aware of and comply with University regulations, policies and procedures such as the Financial Regulations, and material on data protection, intellectual property, bribery, and equality and diversity. They must also recognise their responsibility under relevant health and safety legislation and comply with the University's health and safety policy and procedures.

University Resources

38. University resources must be used for the purposes of the University and not for personal use, gain or other purposes. Resources include financial arrangements, IT equipment, email, internet, telephone and other University property.

39. When claiming expenses, Council members must comply with the University's Financial Regulations and take personal responsibility for any HMRC or other statutory requirements which affect them.

Gifts and Hospitality

40. In accordance with the Financial Regulations, Council members must not accept gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity or which might place the person under improper or inappropriate obligation. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.

Fitness to Discharge the Functions of a Member

41. As noted above, under UW Ordinance 7 and UWTSD Ordinance II, the Council may remove from office a member who is unable or unfit to discharge the functions of a member.

42. While not an exhaustive list, the following examples may be seen as conduct which is unacceptable, which breaches this Code of Practice and which may render an individual unfit to discharge the functions of a Council member:

- Breach of confidentiality or trust
- Breach of the Financial Regulations
- Failure to disclose relevant interests
- Failure to disclose information that affects eligibility to be a charity trustee
- Fraud or deliberate falsification of records
- Consistent refusal to comply with reasonable requests from the Chair
- Consistent poor attendance or poor preparation for meetings
- Consistent inappropriate intervention in meeting discussion
- Aggressive, offensive or discriminatory language or behaviour
- Harassment or bullying
- Misuse of University resources
- Failure to comply with University regulations, policies and procedures
- Serious incapability during University duties due to the influence of alcohol or illegal substances
- Bringing the University's good name into disrepute
- Conviction for an offence that has a bearing on fitness for office

Co-opted Members

43. A co-opted member is a person external to the University who is appointed to the Council or a standing committee of the Council but is not an independent member or a charity trustee. S/he has full speaking and voting rights, unless stipulated otherwise in the relevant terms of reference.

44. The following sections of this Code apply to co-opted members:

- Principles and Values
- Collective Responsibility
- Confidentiality
- Conflicts of Interest and Loyalty
- University Resources
- Gifts and Hospitality
- Fitness to Discharge the Functions of a Member.

Sarah Clark
Clerk to the Council

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