



CODE OF CONDUCT

FOR MEMBERS OF THE GOVERNING AUTHORITY

OF

MAYNOOTH UNIVERSITY

June 2009

Code of Conduct for Members of the Governing Authority of Maynooth University

1. Introduction

Arising out of the adoption of the Code of Governance for Maynooth University, a Code of Conduct for members of the Governing Authority in respect of the governance of the University has been developed. This Code of Conduct takes account of the implications of the *Ethics of Public Office Acts, 1995* and the *Standards in Public Office Act 2001* as well as the *Universities Act 1997*.

This Code provides guidance to the Chairperson, members of the Governing Authority and employees of Maynooth University in respect of issues relating to governance, in the interest of the Governing Authority and of the University as a whole.

A copy of the Code will be available upon request to any member of staff, students or the public, and the Code will also be placed on the University's website.

2. Scope

The Code will apply to all members of the Governing Authority of Maynooth University, and to members of the Committees and Sub-Committees established by the Governing Authority for whatever purpose.

3. Objectives

The objectives of the Code are

- To set out an agreed set of ethical principles
- To promote and maintain public confidence and trust in the Governing Authority of Maynooth University
- To prevent the development or acceptance of unethical practices
- To promote best governance and management practices in all the activities of Maynooth University.

4. General Principles

All members of the Governing Authority of the University are required to observe the following principles:

Integrity: Being straightforward and honest, and adhering to the highest standards of integrity in the conduct of their work.

Objectivity: Being free of bias or conflicts of interest and acting fairly and in accordance with the traditional principles of academic freedom.

Competence and Due Care: Maintaining knowledge and skills at the expected level for a member of the Governing Authority and applying such knowledge and skills appropriately and diligently.

Information and Confidentiality: Providing open and transparent access to information while fulfilling accountability and confidentiality obligations; refraining from disclosing confidential information acquired through your position or using such information for personal gain or advantage.

Obligations and Behaviour: Fulfilling all statutory and regulatory obligations; Complying with relevant laws and regulations and avoiding any action that may bring your position or the University into disrepute.

Loyalty: Supporting the reputation of the University while taking account of the rights and responsibilities in Section 14 of the *Universities Act 1997* to preserve and promote the traditional principles of academic freedom in the conduct of its internal and external affairs.

Fairness: Undertaking all the University's business dealings in a fair manner to all concerned

Work/External Environment: promoting and preserving the health and safety of employees and students.

5. Role of Individual Members of Governing Authority

5.1 It is set down in Section 8(3) of the *Third Schedule of the Universities Act* that a member “*shall at all times act, as a member, in the best interests of the University and shall not act as a representative of any special interest provided that nothing in this paragraph shall restrict a member from representing at meetings of the Governing Authority the views of those by whom he or she has been elected or to restrict the freedom of expression of that member*”. Members are required to declare interests at meetings, and to leave meetings when relevant discussions take place as appropriate.

5.2 Members should keep themselves informed on developments in the University and third level sector and have adequate time to commit to the University, including regular attendance at meetings. The Act provides (3 (3) of the Third Schedule) that “*a member who is absent from all meetings of the Governing Authority for a period of six consecutive months, unless the absence was due to illness or was approved by the Governing Authority, shall at the expiration of that period cease to be a member of the Governing Authority.*”

6. Code of Practice

6.1 Due Skill and Care

Members shall act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual.

6.2 Conduct as Members

Members shall:

- a) treat each other, and University staff and students, with professionalism, courtesy and respect;
- b) not act as spokespersons for the Governing Authority in any form unless specifically requested by the Governing Authority to do so;
- c) participate actively and work co-operatively with fellow Members in discharging their responsibilities as Members.

6.3 Confidentiality / Use of Information

Maynooth University is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public. However, in the course of their duties, Members will have access, in written form and in the course of deliberations, to sensitive information such as personal information, information received in confidence by the University and commercially sensitive information. Members are required to respect the confidentiality of such information.

Members shall:

- a) ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents, whether in paper or electronic form;
- b) respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Governing Authority;
- c) ensure that confidential records are subject to appropriate access procedures
- d) observe any restrictions agreed by the Governing Authority on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements);
- e) respect the privacy of individuals.

6.4 Duty to be Adequately Informed

Members should:

- a) develop and maintain a clear understanding of the functions of the Governing Authority
- b) familiarise themselves with the contents of the Act and University Statutes;
- c) develop and maintain a clear understanding of the role of any Governing Authority committee on which they serve;
- d) familiarise themselves with the contents of key University documents (as specified by Governing Authority from time to time);
- e) seek clarification and take advice in respect of matters outside the Member's expertise, in accordance with such procedures as may be agreed by Governing Authority for this purpose from time to time;
- f) prepare for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least one week before each meeting of the Governing Authority.

6.5 Individual Responsibility of Members

6.5.1 Members shall:

- a) declare all potential conflicts of interest;
- b) not use their position as a Member for personal profit, gain or advantage;
- c) not accept a gift, fee, favour, reward, gratuity or remuneration of any kind if it could be seen by the public, knowing the full facts, as intended or likely to cause a Member to act in a particular way or deviate from the performance of his/her duty;
- d) not assist any person or any organization in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organization by the University;
- e) not use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University.

6.5.2 In accordance with good governance practice Members should, after ceasing to be a Member, not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family Member.

6.6 Conflict of Interest

6.6.1 A Member shall be considered to have a **real** conflict of interest when he/she holds a personal interest, whether direct or indirect, of which he/she is aware and which in the opinion of a reasonably informed and well-advised person is sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties.

A Member should be aware that he/she may have a **perceived** conflict of interest when he/she appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality, and objectivity that the said Member is obliged to exercise in the performance of his/her duties.

6.6.2 The Act, Third Schedule, Paragraph 8 states:

8. (1) A member of a governing authority who has an interest in—

(a) a company (other than a public company of which he or she is not a director or otherwise involved in its management) or concern with which the university proposes to make a contract, or

(b) a contract which the university proposes to make,

shall disclose to the governing authority the fact of the interest and its nature and shall take no part in any deliberation or decision of the governing authority relating to the contract, and the disclosure shall be recorded in the minutes of the governing authority.

(2) A member of a governing authority of a university who is related to a person who is a candidate for appointment by the governing authority as an employee of the university, shall disclose to the governing authority the fact of the relationship and its nature and shall, if the governing authority so decides, take no part in any deliberation or decision of the governing authority relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the governing authority.

6.7 Disclosure of Interest

In addition to the provisions of the Act in 6.6 above, where a situation of potential conflict of interest arises, a Member shall make a disclosure of the existence of the potential conflict, in writing, to the Secretary of the Governing Authority (copied to the Chairperson of Governing Authority), as soon as he/she becomes aware of it. Provided that the existence of the potential conflict of interest has been disclosed, it will not be necessary for the member to disclose the details of the circumstances.

6.8 Withdrawal from Deliberations and Decision

Members shall resolve a conflict of interest in the best interests of the University by declaring his/her interest and leaving the room, thereby taking no part in the relevant discussion, decision or action. A minute of the decision/discussion will be restricted from the relevant member of the Authority. In circumstances where a board member is unsure as to whether or not a conflict of interest exists or is material, he/she should discuss the matter with the Chairperson prior to the meeting. If in doubt, he/she should declare and offer to withdraw.

6.9 Inadvertent receipt of Authority Papers

In the event that a Board member receives Authority papers inadvertently regarding issues with which the Authority member has a conflict of interest, the Authority member will inform the Secretary, copy the Chairman and return the papers to the Secretary

6.10 Register of Interests

Members shall comply with the provisions of the **Ethics in Public Office Act (1995) and The Standards in Public Office Act (2001)** as these are applied to the Governing Authority. The necessary Statement of Interest shall be returned annually to the designated officer of the University and to the Commission on Standards in Public Office by the due date.

7.0 Advice on this Code

The Chairperson and Secretary shall advise any member, upon his/her request, on any question pertaining to the application of this Code.

8.0 Complaints

Any complaints alleging a breach of this Code shall be referred to the Secretary of the Governing Authority, copy to the Chairperson, and shall be investigated in accordance with a procedure to be proposed by the Chairperson and Secretary, such procedure to be approved by resolution of the Governing Authority.

9.0 Dissemination

The Secretary shall provide a copy of this Code to each member of the Governing Authority.