



## **CODE OF CONDUCT**

**FOR MEMBERS OF THE GOVERNING AUTHORITY**

**OF**

**MAYNOOTH UNIVERSITY**

**September 2024**

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

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## **Review and Approval of Code of Conduct**

Date Approved	26 September 2024
Approved by	Maynooth University Governing Authority
Effective date	26 September 2024
Next review date	September 2025

## **1. Introduction**

Maynooth University has developed this Code of Conduct for members of the Governing Authority. This Code of Conduct takes account of the implications of the following:

- The Ethics in Public Office Acts, 1995
- The Standards in Public Office Act, 2001
- The Universities Act, 1997
- The Higher Education Authority Act, 2022
- The Code of Governance for Irish Universities, 2019
- The Code of Practice for the Governance of State Bodies, 2016

A copy of the Code of Conduct will be made available to all Governing Authority members for their retention and it will also be placed on Maynooth University's website. Governing Authority members must ensure they understand the requirements of this Code of Conduct in order that Maynooth University may address any areas that require clarification or act upon any breaches of the Code of Conduct. Any queries on this Code of Conduct can be directed to the Secretary to the Governing Authority at [governing.authority@mu.ie](mailto:governing.authority@mu.ie)

This Code of Conduct will be reviewed by the Governing Authority on an annual basis.

## **2. Intent and Scope**

The purpose of the Code of Conduct is to provide guidance to the Chairperson and members of the Governing Authority of Maynooth University in performing their duties as members of the Governing Authority as set down in the Universities Act 1997<sup>1</sup>(as amended by the Higher Education Authority Act, 2022) and the other Acts and guidance noted in Section 1 above.

This Code of Conduct will also apply to members of the Standing Committees and Sub-Committees established by the Governing Authority for whatever purpose, including those who may not be members of the Governing Authority.

## **3. Objectives**

The objectives of this Code of Conduct are:

- To set out an agreed set of ethical principles by which all members of Governing Authority must conduct themselves
- To promote and maintain public confidence and trust in the Governing Authority of Maynooth University
- To prevent the development or acceptance of unethical practices in the conduct of the business of the Governing Authority
- To promote the highest legal, governance and ethical standards in the activities of the Governing Authority
- To ensure that Governing Authority members are aware of the need to manage any conflicts

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<sup>1</sup> Hereafter any reference to the Universities Act 1997 will refer to the Universities Act of 1997 as amended by the Higher Education Act of 2022

of interest, and of their responsibilities under the Ethics in Public Office Acts.

- To promote compliance with best current governance practices in the activities of the Governing Authority.

#### **4. Values**

Governing Authority members are expected to respect the values of Maynooth University, as outlined in the Strategic Plan, 2023-2028:

- We act with integrity in the best interests of our University.
- We are a collegial community with a shared purposes which we pursue with empathy, respect and an ethos of care.
- We are a community where we are empowered to take agency and responsibility for our individual and collective actions within an open and transparent environment.
- We enquire and express ideas freely, with civility and responsibility.
- We have an ambitious, flexible and innovative mindset when seeking opportunities and responding to challenges.

#### **5. Maynooth University Commitment to Good Conduct**

The General Guiding Principles and Obligations that Governing Authority members should adhere to are provided in Section 6 below. When performing their roles, Governing Authority members should be cognisant that Maynooth University is committed to the following:

- Fulfilling all regulatory and statutory obligations imposed on Maynooth University by the Universities Act, 1997.
- Fulfilling all other statutory and regulatory obligations; complying with relevant laws and regulations including employment equality and equal status legislation.
- Fairness in all Maynooth University dealings and not acquiring information or business secrets by improper means.
- Conducting its purchasing activities of goods/services in accordance with public policy and best business practice, including tendering and ensuring appropriate levels of authority for sanctioning relevant expenditure, and that its purchasing regulations reflect this.
- Ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector.
- Ensuring the engagement of consultancy / other services follows public policy guidelines.
- Ensuring that the accounts / reports accurately reflect the operating performance of Maynooth University and are not misleading or designed to be misleading.
- Instigating measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure.
- Valuing students, suppliers, employees and customers and treating all of Maynooth University students, suppliers, employees and customers equally.
- Placing the highest priority on promoting and preserving the health and safety of its employees and students.
- Ensuring that community concerns are fully considered in its activities and operations, and
- Minimising any detrimental impact of its operations on the environment.

#### **6. Guiding Principles and Obligations for Governing Authority Members**

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

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

Members of the Governing Authority should adhere to the following:

- To act honestly and responsibly in relation to the conduct of the affairs of Maynooth University.
- To act in accordance with the Universities Act 1997 and exercise their powers only for the purposes allowed by law.
- Not to benefit from or use Maynooth University's property, information or opportunities for their own or anyone else's benefit, unless the Maynooth University Governing Authority permits it by passing a resolution at a meeting of the Governing Authority.
- To disclose outside employment/business, or other interests which they consider may be in conflict or in potential conflict with the business of Maynooth University, or may be perceived as such.
- To avoid the use of Maynooth University resources or time for personal gain, for the benefit of persons/organisations unconnected with the institution or its activities or for the benefit of competitors.
- To avoid giving or receiving gifts, corporate hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions.
- To be committed to having Maynooth University compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services.
- Not to agree to restrict the Governing Authority member's power to exercise an independent judgement.
- To exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Governing Authority member (*a Governing Authority member may be held liable for any loss resulting from their negligent behavior*).
- To act in good faith in the best interest of Maynooth University.

**Information:** *Providing access to general information relating to Maynooth University's activities in a way that is open and enhances its accountability to the general public.*

Maynooth University is committed to the above. However, in the course of their duties, members of the Governing Authority will have access, in written form and in the course of deliberations, to sensitive information received in confidence including:

- Personal information.
- Information received in confidence by Maynooth University.
- Discussions and decisions taken at meetings of the Governing Authority.

- Any commercially sensitive information or other information sensitive to the reputation of Maynooth University including future plans or details of major organisational or structural changes.

Members of the Governing Authority are required to:

- Respect the confidentiality of sensitive information held by Maynooth University.
- Refrain from using confidential information for personal gain or advantage.
- Not share any information relating to Governing Authority business with anyone outside of Governing Authority including on social media.

Members of the Governing Authority shall:

- a) ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents received in connection with their membership of the Governing Authority, 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.

Former members of the Governing Authority should not retain documentation obtained during their term of office as members and should return such documentation to the Secretary to the Governing Authority or otherwise indicate to the Secretary that all such documentation in their possession, including information held electronically, has been disposed of in an appropriate manner. If in relevant circumstances former Governing Authority members require access to papers from the time of their term on the Governing Authority, this can be facilitated by the Secretary as appropriate.

The obligations of Governing Authority Members regarding the non-disclosure of private, privileged or confidential information do not cease when membership of the Governing Authority ends. Employment by, and/or the provision of consultancy services to, any other organisation by former members of the Governing Authority, is subject to the same level of confidentiality expected whilst acting as a member of the Maynooth University Governing Authority in order to prevent conflicts of interest or inappropriate disclosures that might otherwise arise.

It is acknowledged that the acceptance of positions following employment and/or engagement by another third-level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The Maynooth University Governing Authority will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner during a reasonable period following employment by another third level institution. The Governing Authority will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

**Obligations:** *Avoiding any action that may bring your position or Maynooth University into disrepute.*

Members of the Governing Authority are required to:

- Use their reasonable endeavours to attend all Governing Authority meetings.
- Maynooth University has an expectation of 100% attendance of Governing Authority members at all Governing Authority meetings. The Universities Act, 1997 provides (Section 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.”
- Members are expected to fully participate in Governing Authority business, including the participation in any votes that are held, and engaging with assessments of Governing Authority performance.
- If Members have queries outside of Governing Authority meetings, they should direct any queries to the Secretary to the Governing Authority, who will liaise as appropriate with the Chairperson to respond to the query and/or forward it as appropriate.
- Members of the Governing Authority who are also members of Standing Committees of Governing Authority should direct any queries that arise outside of Committee meetings to the Chair of the relevant Standing Committee in the first instance. The Chair will consider the query and forward it as appropriate (e.g. to the Secretary to the Committee, the President, or the Chairperson of Governing Authority).
- Conform to the highest standards of business ethics.

Where individual Governing Authority members become aware of non-compliance with statutory or regulatory obligations, they should immediately bring this to the attention of the Chairperson of the Governing Authority for appropriate action. If the non-compliance with statutory or regulatory obligations relates to the Chairperson of the Governing Authority, the Governing Authority member should bring the issue to the attention of the Deputy Chairperson or other members of Governing Authority.

**Loyalty:** *Supporting and contributing to the ethos, mission and values of Maynooth University in the performance of the role of a member of the Governing Authority.*

- Members of the Governing Authority of Maynooth University acknowledge the responsibility to be loyal to Maynooth University and to be fully committed to its evolving ethos, mission and values, with due respect to the tenets of academic freedom, while mindful that Maynooth University itself must at all times take into account the interests of its students and providers of funds.
- Members of the Governing Authority acknowledge their responsibility to support the President and the Executive in the delivery of the Strategic Plan and the operation of the University.
- Members may not lobby on behalf of Maynooth University. If they do so, it will be regarded as undertaken in a personal capacity and not that of Maynooth University.

**Fairness:** *Undertaking all Maynooth University’s business dealings in a fair manner to all concerned.*

Members of the Governing Authority are required to conduct themselves in a fair manner with other Governing Authority members, staff, students and all other stakeholders they may encounter in performing their role, including:

- Treating each other, and Maynooth University staff and students, with professionalism, courtesy and respect.

- Not acting as spokespersons for the Governing Authority in any form unless specifically requested by the Governing Authority to do so.;
- Participating actively and working co-operatively with fellow members of the Governing Authority in discharging their responsibilities as members.
- Acting responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual.

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

Members of the Governing Authority are required to promote the health and safety of employees, students, contractors and any other stakeholders on the campus or elsewhere on Maynooth University activity.

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

Where a situation of potential conflict of interest arises, a member of the Governing Authority 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 they become aware of it.

Members of the Governing Authority are also required to declare conflicts of interest at the start of every Authority meeting, and to excuse themselves from meetings, or the relevant part of a meeting, when relevant discussions take place, as appropriate. A confidential register of interests, encompassing all conflicts of interest identified by Governing Authority members, will be maintained by the Secretary to the Governing Authority.

Members of the Governing Authority should familiarise themselves with Appendix 1 of this Code of Conduct, which provides the full detail regarding potential situations of conflict of interest in performing the role of a member of the Governing Authority and procedures to be followed in relation to those situations.

Members of Governing Authority will be required to ensure that they comply with their responsibilities under the Ethics in Public Office Acts. Guidance on these responsibilities is provided in Appendix 2. Specifically, members of the Governing Authority are required to submit an annual return under the Ethics Acts, even in instances where there are no interests to declare. Guidance will be issued by the Secretary to the Governing Authority on the specific requirements on an annual basis.

**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.*

Members of the Governing Authority should take responsibility for:

- Developing and maintaining a clear understanding of the functions of the Governing Authority.
- Familiarising themselves with the contents of the Universities Act, 1997 and Maynooth



University Statutes.

- Developing and maintaining a clear understanding of the role of any Governing Authority committee on which they serve.
- Familiarising themselves with the contents of Governing Authority induction training.
- Seeking clarification and taking 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.
- Preparing for meetings by reading and considering all papers made available with the agenda before each meeting of the Governing Authority.
- Ensuring that they only raise issues under 'Any Other Business' that have received the prior approval of the Chairperson.

## **7. Other Matters**

### **7.1 Advice on this Code of Conduct**

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

### **7.2 Complaints**

Any complaints alleging a breach of this Code shall be referred to the Secretary of the Governing Authority, copied 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.

A member of the Governing Authority who is found to be in breach of this Code may be removed from the Governing Authority in accordance with Paragraph 3(1) of the Third Schedule of the Universities Act.

If Governing Authority members should raise suspicions of wrongdoing either in relation to Maynooth University generally, or matters concerning the Governing Authority, members are categorised as 'workers' under the Protected Disclosures Act 2014. They will also be treated as workers in applying the Maynooth University Protected Disclosure Policy.

### **7.3 Dissemination**

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

Each member of the Governing Authority will be asked to confirm their acceptance of the Code of Conduct upon their appointment, and on an annual basis thereafter.

## **Appendix 1: Conflicts of Interest**

### **Introduction**

A member of the Governing Authority shall be considered to have a **real** conflict of interest when they hold a personal interest, whether direct or indirect, of which they are aware and which in the opinion of a reasonably informed and well-advised person is sufficient to put into question the independence, impartiality, and objectivity that the said Member is obliged to exercise in the performance of their duties.

A Governing Authority member should be aware that they may have a **perceived** conflict of interest when they appear 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 their duties.

### **General Principles**

Members of the Governing Authority shall:

- a) not use their position as a member of the Governing Authority for personal profit, gain or advantage. Advantage includes any pecuniary, family, financial or other advantage by members of the Governing Authority, which poses a real or potential risk for conflict of interest or could materially influence the member in the performance of their functions as a member of the Governing Authority or damage public confidence in Maynooth University;
- b) 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 of the Governing Authority to act in a particular way or deviate from the performance of their duty;
- c) not assist any person or any organisation in its dealings with Maynooth University when such intervention may result in real or apparent preferential treatment to that person or organisation by Maynooth University;
- d) not use, directly or indirectly, any facilities, resources or services of Maynooth University, nor allow them to be used, for purposes other than expressly approved by Maynooth University.

### **Disclosure of Conflicts of Interest**

Where a situation of potential conflict of interest arises, a member of the Governing Authority 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 they become aware of it.

In addition to the above, members of the Governing Authority shall disclose conflicts of interest in the performance of their role as follows:

- on appointment as a Governing Authority member and annually thereafter via the requirements under the Ethics Acts (see below); Members are required to make an annual return even if they have no interests to declare;
- at the start of every Governing Authority meeting;
- where the member performs an official function and they have a material interest (see definition below) in the matter to which the function relates.

A **material interest** is defined in the Ethics in Public Office Act 1995 where a person or connected person has a material interest in a matter if the consequence or effect –

- of the performance by the person of a function of his or her office, directorship, designated position, or position as a special adviser, as the case may be, or
  - of any decision made in relation to or in the course or as a result of the performance of such a function by the person
- concerning that matter may be to confer on or withhold from the person or the connected person a significant benefit without also conferring it on or withholding it from persons in general or a class of persons which is of significant size having regard to all the circumstances and of which the person or the connected person is a member.

A connected person includes: spouse, or civil partner, child or child of spouse/civil partner.

Other specific legislative requirements for potential conflict of interest situations are provided in the Universities Act, 1997, Third Schedule, paragraph 8 as follows:

- (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.

(3) A member of the Governing Authority of a university 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.

If a Governing Authority member has a doubt as to whether an interest should be disclosed, they should consult with the Chairperson and/or Secretary of the Governing Authority, as appropriate.

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.

Interests of which the Member has actual knowledge include any related interest of their spouse or civil partner, child, or child of their spouse or civil partner.

All interests communicated to the Chairperson or Secretary to the Governing Authority will be recorded in a confidential register of interests to be maintained by the Secretary.

#### **Withdrawal from Deliberations and Decisions**

Members of the Governing Authority shall resolve conflicts of interest in the best interests of Maynooth University.

A member of the Governing Authority should absent themselves when the Governing Authority is deliberating or deciding on matters in which that member has declared a material interest and should not take part in any deliberation or decision of the Governing Authority in relation to those matters.

Where a matter relating to the interests of the Chairperson arises, the Deputy-Chairperson shall chair the meeting. In the event that the Deputy-Chairperson cannot act (either by the matter relating to interests that they themselves hold or by their absence from the meeting) the other Members attending the meeting shall choose one of the external members present at the meeting to chair the meeting for the duration of deliberation on the matter. The Chairperson should absent themselves when the Governing Authority is deliberating or deciding on a matter in which the Chairperson or their connected person has an interest.

Any documents regarding any matter in which a member of the Governing Authority has disclosed a material interest, including the minute of the decision/discussion, should not be made available to the member concerned. As it is recognised that the interests of a member and persons connected with them can change at short notice, a member should, in cases where they receive documents relating to their interests or of those connected with them, return the documents to the Secretary to the Governing Authority at the earliest opportunity, or arrange for the documents to be deleted.

If a member of the Governing Authority is a candidate for appointment to a position in the University, or for promotion within the University, then any material pertaining to that appointment or promotion (to be circulated to the Governing Authority) will not be made available to that member. Similarly, where any other known or notified conflict of interest in a decision to be made by Governing Authority exists, any material conflict pertaining to that decision (to be made available to the Governing Authority) will not be made available to that member. In either case, the conflicted member must not take part in the discussion of the matter and will normally absent themselves from the meeting for the duration of the relevant discussion.

In circumstances where a member is unsure as to whether a conflict of interest exists or is material, they should discuss the matter with the Chairperson prior to the meeting. If in doubt, they should declare and offer to withdraw.

#### **Inadvertent receipt of Governing Authority Papers**

If a member of the Governing Authority inadvertently receives Governing Authority papers regarding issues with which the member has a conflict of interest, the member will inform the Secretary, copy the Chairperson and return the papers to the Secretary, or arrange for their deletion.

## Appendix 2: Ethics in Public Office Acts

### Register of Interests

Members of the Governing Authority are expected to comply with the provisions of the Ethics in Public Office Act (1995) and The Standards in Public Office Act (2001) (“the Ethics Acts”) as these are applied to the Governing Authority.

As a member of the Governing Authority of Maynooth University, you are a “designated director” as defined in the Ethics Acts. As such you are required to complete an annual “Statement of Interests” form as a result of the regulation made by the Minister for Finance extending the Ethics Acts to universities: <https://www.sipo.ie/acts-and-codes/guidelines/public-servants/index.xml>

The necessary Statement of Interest shall be returned annually, as well as disclosure of interests at other times during the year, if they occur, to the Secretary of the Governing Authority and to the Commission on Standards in Public Office by the due date. It should be noted that the Secretary of the Governing Authority will maintain a confidential register restricted to the Chairperson and the Secretary, and to other members of the Governing Authority on a strictly need to know basis.

Correspondence will issue from the Secretary to the Governing Authority to all Governing Authority Members on an annual basis, requesting members to fulfil their responsibilities under the Ethics in Public Office Acts. This will require Governing Authority members who consider, having read the relevant guidelines, that they **have** interests for the relevant reporting period, which could be a material influence on the performance of the functions of their position, they should complete a Statement of Interests form by signing, dating and returning it to the Secretary **and** the Standards in Public Office Commission before the specified deadline. The Statement of Interests form may be downloaded from: <https://www.sipo.ie/forms-and-returns/disclosing-interests/>

If, having read the guidelines, a Governing Authority member considers that they have **no** interests for the reporting period, which could be a material influence on the performance of the functions of their position, they are required to complete the ‘Nil’ Statement of Interests by signing, dating and returning it to the Secretary to the Governing Authority. The ‘Nil’ Statement of Interests does not need to be returned to the Standards in Public Office Commission.