

# Code of Conduct for Governing Body Members

Version 1.1

24 October 2023

<b>Document Details</b>	
Document Title:	<b>Code of Conduct for Governing Body Members</b>
Version:	1.1
Approved By:	Governing Body
Date Approved:	24.10.2023
Effective Date:	24.10.2023
Next Review Date:	23.10.2026
Document Owner:	Vice President for Corporate Affairs

<b>Revision History</b>		
Previous Version No.	Summary of Amendments	Reviewed Version No.
N/A	Initial Issue	1.0
1.0	Reviewed by GB at meeting on 24 October 2023. Article 4.9 changed from 'SETU will review this Code of Conduct as appropriate' to 'The Code of Conduct for Governing Body members and will be reviewed in advance of the review date, i.e. 23 October 2026, and/or as required', and minor formatting changes	1.1

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## **1. Introduction**

SETU has developed this Code of Conduct for members of Governing Body pursuant to the SETU Code of Governance (Interim). 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, the Protected Disclosures Act 2014, as well as the Technological Universities Act 2018. A copy of the Code is available on the SETU website at <https://www.setu.ie/uploads/inner/SETU-Interim-Code-November-2022.pdf>

## **2. Intent and Scope**

The purpose of the Code is to provide guidance to the Governing Body of SETU in performing their duties as members of the Governing Body.

## **3. Objectives**

The objectives of the Code are:

- To set out an agreed set of ethical principles;
- To promote and maintain confidence and trust in the governing body of SETU;
- To prevent the development or acceptance of unethical practices;
- To promote the highest legal, management and ethical standards in all the activities of SETU;
- To promote compliance with best current governance and management practices in all the activities of SETU.

## **4. General Principles**

All Governing Body members are required to observe the following fundamental principles as set out in the guidelines for the Code of Conduct.

### **4.1 Integrity**

Members of Governing Body are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the South East Technological University (SETU), or may be perceived as such.

Governing body will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of SETU.

It will put in place appropriate arrangements to give effect to this;

Governing Body members will avoid giving or receiving gifts, 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;

Governing Body members must be committed to having the University compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services;

SETU is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing regulations reflect this;

SETU is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines;

SETU is committed to ensuring that the accounts/reports accurately reflect the operating performance of the Technological University and are not misleading or designed to be misleading;

Governing Body members are required to avoid the use of University resources or time for personal gain, for the benefit of persons/organisations unconnected with the University or its activities or for the benefit of competitors; and

SETU is committed not to acquire information or business secrets by improper means.

#### 4.2 Information

SETU 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;

Governing Body members are required to respect the confidentiality of sensitive information held by the University. This would constitute material such as:

- personal information;
- information received in confidence by the University;
- any commercially sensitive information or other information sensitive to the reputation of the University.

SETU will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;

SETU will comply with all relevant statutory provisions (e.g. Data Protection legislation and Freedom of Information legislation);

Members of Governing Body will observe due confidentiality in relation to all discussions and decisions taken at meetings of the governing body.

### 4.3 Obligations

SETU will fulfil all regulatory and statutory obligations imposed on it by Technological Universities Act 2018;

SETU will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;

SETU has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure;

Members are required to use their reasonable endeavors to attend all governing body meetings.

It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The governing body of the University 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. The governing body will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

### 4.4 Conflicts of Interest and Disclosures of Interest

Governing Body members should ensure that they comply with their statutory obligations with regards to actual and potential conflicts of interest which derive from the Ethics in Public Office Act 2001. These obligations require:

- i. Governing Body members provide an annual statement of interest to the Standards in Public Office Commission and the nominated University officer.
- ii. On an ongoing basis to furnish a statement of interest at the time where an official function falls to be performed by the Governing Body member and he/she, or a connected person as defined in the Ethics in Public Office Act, has a material interest to which the function relates.
- iii. Declare any potential conflicts of interest as they arise.

### 4.5. Loyalty

Governing Body members acknowledge the responsibility to be loyal to the University and to be fully committed to all its activities, with due respect to the tenets of academic freedom, while mindful that SETU itself must at all times take into account the interests of its students and providers of funds including taxpayers;

Whilst governing Body members are nominated by various bodies, it is important that Governing Body members should be loyal and act in the best interests of the University when carrying out their Governing Body functions.

Furthermore, as a member of the Governing Body, the primary focus should be on the role of the Governing Body in supporting the University. Irrespective of the roles outside of Governing Body membership, during meetings, it is important that members are working for the collective good of the Governing Body.

A conflict of loyalty means a particular type of conflict of interest, in which a person's loyalty or duty to another person or organization could prevent them from making a decision only in the best interests of the TU. The Governing Body acknowledge the duty of all to conform to highest standards of business ethics.

#### 4.6 Fairness

SETU is committed to complying with employment equality and equal status legislation;

SETU is committed to fairness in all business dealings; and

SETU values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equally.

#### 4.7 Work / External Environment

The Governing Body of the University place the highest priority on promoting and preserving the health and safety of its employees and students;

SETU will ensure that community concerns are fully considered in its activities and operations;

SETU will minimise any detrimental impact of its operations on the environment.

#### 4.8 Responsibility

SETU will circulate this Code of Conduct (and a policy document on disclosure of interests) to all members of the Governing Body for their attention. This Code of Conduct will be placed on the University website;

SETU will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which may arise.

#### 4.9 Review

The Code of Conduct for Governing Body members and will be reviewed in advance of the review date, i.e. 23 October 2026, and/or as required.