

## CODE OF CONDUCT FOR INDIVIDUALS ENGAGED WITH UNIVERSITY GOVERNANCE

- 1 This Code of Conduct sets out the standards and expectations around the roles, responsibilities, behaviours and attitudes that support the core governance of The Open University and enable it to function effectively. It applies to all members of the Council and the Senate, and the committees in their substructures (members), as well as to staff of the University serving as a member of the executive (senior management) or support to governance bodies.
- 2 The Code of Conduct is part of the University's Integrated Governance Framework (IGF) and should be read in conjunction with other key documents within the Framework. These include the University's Charter and Statutes; relevant constitutions, standing orders and schedules of delegation; codes of governance, and relevant law.

### GENERAL

- 3 All persons appointed to or working with governance committees are expected to respect and uphold the University's mission, as set out in its Charter, and its core values and objects.
- 4 Council members, have some specific responsibilities as governors and trustees of the University<sup>1</sup>. However, it is the responsibility of all committee members and staff to:
  - a) **Act within the OU's governing documents and the law.** Members and staff should assure the University's corporate responsibilities and obligations under law, regulation, and public and University policy as appropriate, with reference to national expectations and guidance on qualifications frameworks, and the assurance of academic quality and standards in higher education. This includes having a knowledge of the governance framework, including the Charter and Statutes, standing orders and schedules of delegation, codes of governance, and the relevant law, regulation, and policies and procedures.
  - b) **Have an understanding of the purpose and functions of the governance committee** with which they work, its constitution and terms of reference, and their role on that committee.

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<sup>1</sup> The Open University is an exempt charity as well as a legally independent corporate institution. Members of the Council are therefore trustees of a charitable body, and have the responsibilities and potential liabilities that go with trustee status. In particular, members are required to discharge their duties of compliance, prudence (including to ensure financial solvency) and care, and to accept ultimate responsibility for the affairs of the charity. Council members have a particular responsibility to be cognisant of the Charities Act and their role as a trustee.

- c) **Demonstrate the highest ethical and professional standards in the exercising of their responsibilities**, acting in good faith, honestly and properly, exercising appropriate care and diligence in accordance with the accepted Seven Principles of Public Life (Nolan Principles) drawn up by the Committee on Standards in Public Life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and the additional principles of public service and respect identified in the Nine Principles of Public Life in Scotland.
- d) **Develop and maintain a sound and up-to-date knowledge of the OU and its environment**. This will include an understanding of how the University works, the social, political and economic environment within which the OU operates and the key issues that this presents, and the nature and extent of its work. They should have sufficient awareness to make appropriate decisions on governance committee business.

The University is committed to supporting committee members with induction, training and development. However, there is an onus on members and staff supporting governance bodies to keep themselves informed and to take advantage of appropriate development opportunities in relation to their role in governance. Further guidance on the support available is provided in the Membership section of the IGF.

## MANAGING INTERESTS

- e) **Act in the interests of the OU as a whole**, serving its further development and advancement, considering what is best for its present and future stakeholders, and avoiding bringing the OU into disrepute.
- f) **Members should not exercise their responsibilities in a personal or individual capacity, or as a representative of any group or constituency**. Members nominated or appointed by particular constituencies should not act as if delegated by the group they represent. No member may be bound, when speaking or voting, by mandates given to him/her by others.

Whilst members will bring diverse views from particular perspectives to committee meetings, they should attend with an open mind, listen to the debate and put forward opinions, but when making a decision should act in the interests of the institution as a whole (para 4 e).

- g) **Act impartially**, and not be influenced by social or business relationships, or pressure from external interest groups.
- h) **Manage conflicts of interest effectively**, registering (Council members and members of the executive in attendance at Council meetings only), declaring and resolving them as appropriate, and not gaining materially or financially unless specifically authorised to do so.

Further guidance on declaring interests and the management of any conflict of interest that may arise at a meeting is provided in the Conduct of Meetings (Standing Orders) section of the IGF and the University's Conflicts of Interest Policy.

## CONFIDENTIALITY AND DISSEMINATION OF BUSINESS

- i) **Respect organisational, committee and individual confidentiality**, and handle sensitive issues with discretion. Members and staff should understand what confidentiality means in practice and never use it as an excuse not to disclose matters that should be transparent and open.

In particular, it should be noted that:

- i. Members may disseminate unrestricted business (classified as Internal Use Only) to their units or other constituencies before and after meetings as appropriate, but should remember to handle sensitive issues with discretion.
  - ii. Members may consult on unrestricted matters being presented to a committee for decision, but should ensure that any issues are presented in a balanced manner.
  - iii. The minutes constitute the only formal record of the meeting. Members may provide informal reports on unrestricted matters, but should be aware that such reports, particularly on forums and social networking sites, may be open to misinterpretation if taken out of context. In particular, members should exercise caution in reporting decisions, and any conditions attached to them, until they have been fully approved by the appropriate governance process and the minutes are available to confirm those decisions.
  - iv. Members should not report on restricted committee business unless the matter has been reclassified as unrestricted.
- j) Further guidance on paper classification and publication is provided in the Conduct of Meetings (Standing Orders) section of the IGF.
  - k) **Respect the need for security regarding restricted committee business.** All staff have a responsibility to read, understand and comply with OU Information Security Policies. External members and students are required to confirm they have read the policies, and will implement and maintain a minimum set of controls regarding confidential OU content.

## MEETINGS

- l) **Attend all appropriate meetings** of the governance committee, and other appointments as required, and engage in the discussions and decision-making processes. If unable to attend, members should consider whether arrangements can be made for remote participation. In circumstances where neither attendance nor remote participation are possible, apologies should be sent to the Secretary in advance.

Further guidance on attendance, remote attendance and non-attendance is provided in the Conduct of Meetings (Standing Orders) section of the IGF.

- m) **Prepare fully for meetings and all work for the organisation.** This will include reading the relevant papers, being familiar with pertinent issues,

querying anything that is unclear and thinking through points to raise in good time before meetings; as well as completing any actions assigned to them within the agreed timescale.

n) **Actively engage in respectful discussion, debate and voting in meetings.**

This means bringing particular behaviours to meetings: members should consider issues from a strategic perspective, question intelligently, debate constructively, challenge rigorously but sensitively, and decide dispassionately. Individuals should listen carefully to the views of others, both inside and outside meetings.

Members' contributions are not expected to be confined to matters specifically relating to their background or constituency.

Individuals in attendance or present by invitation as observers may speak with the permission of the Chair; however, they are not entitled to move or second any motions, or to vote.

o) **Participate in collective decision making, accept and stand by a majority.**

Members should acknowledge that differences of opinion may arise in discussion. Members who disagree with a proposed course of action should consider putting forward an alternative for discussion.

However, when a majority decision prevails, it should be supported. Decisions are taken collectively by all of the members acting as a body and all members are bound by the decisions made by that body, even when it is not unanimous or if they were not present at the meeting.

Outside of the meeting, members should exercise that collective responsibility by presenting a balanced view of the discussion and how the decision was made.

Members should not act individually, or as representatives of a constituency or informal group, to take decisions on matters of governance on an ad hoc basis outside the constitutional framework. Powers are given to the Chair to take action on behalf of the governance committee between meetings.

Further guidance is provided in the Conduct of Meetings (Standing Orders) section of the IGF.

p) **Take decisions with proper concern for the University's reputation and standards, and for the principles of academic freedom.**

## RELATIONSHIPS/BOUNDARIES

- q) **Work considerately, courteously, co-operatively and respectfully with all** those with whom they come into contact with at the University, respecting diversity, different roles and boundaries, and avoiding giving offence.
- r) **Take care not to become involved in the day-to-day executive management of the institution.** This applies to independent external members, and also to staff and student members of governance committees (except that in the course of their employment or in their activities as students, they may have executive responsibilities within the institution).

## REMUNERATION

- 5 The Open University does not normally remunerate members of its governance committees. However, it will pay the travelling and subsistence expenses of external, associate lecturer and student members on request.

## RIGHTS AND OBLIGATIONS

- 6 All categories of members on any given governance committee, whether independent lay members, staff or students, have the same rights and the same responsibilities and obligations.
- 7 Members and staff supporting governance bodies will be provided with a copy of the Code upon appointment, and will be asked to confirm that they have read and will honour the content and spirit of the Code. The Code will be available on the Governance website and members will be reminded of it each year as part of an annual housekeeping exercise.
- 8 If there are occasions where members or staff supporting governance bodies are perceived not to be adhering to the Code, the Chair of the relevant committee will speak with the individual in the first instance. If the Code continues to not be adhered to then the Chair will ask the member to resign from the committee or, in the case of staff supporting governance bodies, refer the matter to their line manager.

## FURTHER GUIDANCE

- 9 Members and staff may contact the Governance Team for guidance and clarification on any matters covered by this Code.