

# Code of Conduct for Members of Governing Authority

1. All members of Governing Authority, whether elected or nominated, serve under terms and conditions established in the Universities Act 1997.
2. Members are bound by the Universities Act, the Ethics in Public Office Act 1995, the Standards in Public Office Act 2001, the Freedom of Information Act, the Prompt Payment of Accounts Act and any such other directives as may be issued by the HEA, the Department of Education and Skills, the Department of Finance or other Government departments from time to time.
3. Specifically under the Ethics in Public Office Act, members are required to make an annual return to the Standards in Public Office Commission, 18 Lower Leeson Street, Dublin 2.
4. In performance of their duties members of Governing Authority owe duty to the Governing Authority as a whole and must not act as representatives of any bodies or individuals. Elected or nominated members have the right to represent views upwards to the Authority but should not report back to any group or individual unless requested to so by the Governing Authority.
5. In discharging their duties, members of Governing Authority should recognise the distinction between the role of Governing Authority and that of management. The Governing Authority is responsible for overseeing the University's activities, determining its future and fostering an environment in which the University's mission is achieved. Management is responsible for the implementation of Governing Authority decisions and the achievement of strategic objectives on a day -to-day basis. Members of Governing Authority must avoid interfering with the management of the University.
6. Members of Governing Authority should treat as confidential all information which comes into their possession by virtue of their membership of the Authority and this duty of confidentiality remains even after an individual ceases to be a member.
7. Members of Governing Authority must accept collective responsibility for all decisions of the Authority and must avoid representing to any body or individual their own or any other member's dissent from any decision.
8. Members are not expected to exercise a greater degree of care and skill than might reasonably be expected from a person of his/her knowledge. Members are not expected

to devote continuous attention to affairs of the University nor will members be held responsible for their errors of judgement in relation to their contributions to the Authority's deliberations. However, this limitation does not absolve members of the responsibility to be well informed, to prepare diligently for meetings, to read all material supplied and to seek advice from the Secretary or the Chancellor when in doubt.

9. In carrying out their duties, members should act with reasonable care, skill and diligence and with integrity, independence and good faith.
10. Members are expected to treat each other and the staff and students of the University with respect and are bound by the University's Policy to Promote Respect and Protect Dignity.
11. Upon appointment each member of the Authority should advise the Secretary of:
  - Any employment, business or professional interest, including shareholdings, directorships, professional relationships and so forth that could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Authority. If, during the duration of his/her membership any new development on the lines outlined above transpires, the member should advise the Secretary.
  - Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:
    - a. a spouse, parent, brother, sister, child or step-child;
    - b. a corporate body with which the member is associated;
    - c. a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at
      - I. (a) above or the corporate body at
      - II. (b) above;
    - d. a person acting as a partner of the member or of any person or body who, by virtue (a) – (c) above, is connected with the member.
  - Similarly, each member should furnish to the Secretary details of any changes in business interests on the lines above of which he/she becomes aware during the course of his/her membership.



- If a member is in doubt as to whether or not he/she is obliged under no.11 to reveal some matter he/she should consult the Chancellor.
12. A confidential report of members' interests shall be maintained by the Secretary and access to it should be confined to the Chancellor, the President and the Secretary.
  13. A member should absent himself / herself from that part of any meeting of the Authority where any matter where he/she or any member of his/her family or any corporate entity, business or trust in which he/she or a member of his / her family has an interest is being discussed or where a reasonable analysis would conclude that a conflict of interest existed.
  14. In cases where it is not clear as to whether or not a conflict of interest exists, the matter will be decided by the Chancellor at his/her sole discretion.
  15. Upon expiry of his/her term on Governing Authority, a member should surrender to the Secretary all documentation still in his/her possession received by him/her by virtue of his/her membership.
  16. Members shall not meet to discuss Authority's business or to act as a lobby, caucus or sub-set of the Authority except on duly constituted sub-committees or working groups.
  17. The Chancellor is the sole spokesperson for the Governing Authority and no member of the Authority should purport to speak for it unless authorised or specifically requested to do so the by Chancellor.
  18. In addition to the foregoing, members shall act in accordance with any procedures or restrictions agreed by the Authority from time to time.