



OLLSCOIL NA GAILLIMHE
UNIVERSITY OF GALWAY

Code of Conduct for Údarás na hOllscoile

Office of the Secretary for Governance & Academic Affairs
October 2023

Code of Conduct for Members of Údarás na hOllscoile

1. Introduction

University of Galway has developed this Code of Conduct for members of Údarás na hOllscoile - the University's Governing Authority - and its Committees. This Code of Conduct takes account of the implications of the Ethics in Public Office Acts, 1995 and the Standards in Public Office Act 2001 as well as the Universities Act 1997 and the HEA Act 2022. A copy of the Code will be circulated to all members of Údarás na hOllscoile and it will also be available upon request and published on the University's website. It should be read in conjunction with the Standing Orders for Údarás na hOllscoile 1 September 2023 – 31 January 2025.

2. Intent and scope

The purpose of the Code is to provide guidance to the Chairperson and members of the Governing Authority of University of Galway in performing their duties as members of the Governing Authority as set down in the Universities Act 1997 as amended by the HEA Act 2022. The Code also applies to all members of the Committees of the Governing Authority. Copies of the legislation have been provided to all members of the Governing Authority and its Committees. Where the Code refers to Governing Authority members, it should be taken as meaning members of Governing Authority and members of its Committees.

This Code is in substitution of and supersedes any prior Code of Conduct, Codes of Practice, or similar. Any such prior Codes stand repealed.

3. Objectives

3.1. 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 Authority and the University;
- To prevent the development or acceptance of unethical practices;
- To promote the highest legal, management and ethical standards in all the activities of the Governing Authority;
- To promote compliance with best current governance and management practices in all the activities of the Governing Authority.

4. Conduct and General Principles:

All Governing Authority Members shall:

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

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

4.1. Integrity

- Members of the Governing Authority are required to comply with the conflict of interest provisions set out in the Standing Orders for Údarás na hOllscoile and in Section 5 of this Code of Conduct and to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of University of Galway, or may be perceived as such. Section 5 includes further details of disclosure requirements. Disclosure should be made as soon as they become aware of any conflict or potential conflict;
- The Governing Authority will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of University of Galway. It will put in place appropriate arrangements to give effect to this;
- While no objection would normally be taken to the acceptance of what is regarded as routine or customary hospitality, the most obvious example being a business lunch, or attendance at a civic, cultural or festive event, members of the Governing Authority will 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;
- Members of the Governing Authority must be committed to having University of Galway compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services;
- University of Galway 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;
- University of Galway is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines;
- University of Galway is also committed to ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector. In line with the University's policy on Travel and Subsistence, members of Údarás na hOllscoile will be reimbursed for all reasonable, vouched travel, hotel and other expenses properly incurred by them in connection with the discharge of their duties;
- University of Galway is committed to ensuring that the accounts/reports accurately reflect the operating performance of the university and are not misleading or designed to be misleading;

- Members of the Governing Authority are required to avoid the use of University of Galway resources or time for personal gain, for the material benefit of persons/organisations unconnected with the institutions or its activities or for the benefit of competitors;
- Members of the Governing Authority shall not assist any person or any organisation in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organisation by the University;
- Members of the Governing Authority should contact the Secretary for Governance & Academic Affairs to request prior approval to use facilities or services of the University;
- University of Galway is committed not to acquire information or business secrets by improper means.

4.2. Information

University of Galway 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;

- Members of the Governing Authority are required to respect the confidentiality of sensitive information held by University of Galway. This would constitute material such as:
 - personal information;
 - information received in confidence by University of Galway;
 - any commercially sensitive information or other information sensitive to the reputation of University of Galway including future plans or details of major organisational or structural changes. These obligations do not cease when membership of the Governing Authority or its Committees has ended;
- Members of the Governing Authority will ensure that appropriate care is taken to guarantee the security of sensitive Governing Authority and other documents, whether in paper or electronic form;
- Members of the Governing Authority will observe any restrictions agreed by the Governing Authority on the use or dissemination of information (subject to the requirements of relevant Freedom of Information or Data Protection legislation).
- University of Galway will comply with all relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act, 1997);
- Members of the Governing Authority and relevant staff will observe due confidentiality in relation to all discussions and decisions taken at meetings of the Governing Authority;
- In accordance with good governance practice Members of the Governing Authority 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 for any family Member;
- At the end of their term, former members of the Governing Authority should not retain documentation obtained during their terms of office as members and should return such documentation to the Secretary of Governing Authority or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that 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.

4.3. Obligations

- University of Galway will fulfil all regulatory and statutory obligations imposed on the University by the Universities Act 1997 and the HEA Act 2022;
- University of Galway will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
- University of Galway has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure;
- Members of the Governing Authority shall act responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual.
- Members are required to use their reasonable endeavours to attend all governing authority meetings;
- Members should:
 - develop and maintain a clear understanding of the functions of Údarás na hOllscoile;
 - familiarise themselves with the contents of the relevant legislation;
 - develop and maintain a clear understanding of the role of any Údarás na hOllscoile committee on which they serve;
 - familiarise themselves with the contents of key University documents (as specified by Údarás na hOllscoile from time to time);
 - 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 Údarás na hOllscoile
- The Governing Authority of University of Galway acknowledges the duty of all to conform to the highest standards of business ethics.

4.4. Loyalty

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

4.5. Fairness

- University of Galway is committed to complying with employment equality and equal status legislation;
- University of Galway is committed to fairness in all business dealings; and

- University of Galway values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equally.

4.6. Work/External Environment

- The Governing Authority of University of Galway place the highest priority on promoting and preserving the health and safety of its employees and students;
- University of Galway will ensure that community concerns are fully considered in its activities and operations;
- University of Galway will minimise any detrimental impact of its operations on the environment.

5. Conflicts of Interest

5.1 Members should be vigilant to ensure that real or perceived conflicts of interest are acknowledged and addressed:

- A member shall be considered to have a real conflict of interest when s/he holds a personal interest, whether direct or indirect, of which s/he 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 shall be considered to have a perceived conflict of interest when s/he 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 objectiveness that the said member is obliged to exercise in the performance of his/her duties.

5.2 Where a conflict of interest arises, a member shall make a full disclosure of the conflict to the Secretary of Údarás na hOllscoile (copied to the Chairperson of Údarás na hOllscoile), as soon as s/he becomes aware of same. Governors are asked to read the Agenda and documents for Údarás meetings as soon as possible once circulated. Any potential/actual conflicts of interest should normally be brought to the attention of the Secretary in writing 24 hours prior to the relevant meeting of Údarás na hOllscoile.

5.3 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. In circumstances where a member is unsure as to whether or not a conflict of interest exists or is material, s/he should discuss the matter with the Chairperson prior to the meeting. If in doubt, s/he should declare and offer to withdraw.

5.4 Similar arrangements apply in relation to relevant meeting documentation where such documentation shall not be made available to the member, once a potential conflict of interest has been declared.

5.6 Declarations of conflicts of interest are noted in the minutes of the meeting.

5.7 The Universities Act, 1997, Schedule 3, paragraph 8, states:

(a) A member of the Governing Authority who has an interest in either (i) 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 (ii) 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.

(b) A member of the Governing Authority 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.

5.8 Where a member of the Governing Authority engages with the University in the course of business, as a party to a contract, as a supplier of goods or services, or as a director or owner of an entity providing goods or services to the University, any such interest must be declared to the Governing Authority. The fact that University decisions regarding the engagement/business involvement are not made directly by the Governing Authority will not absolve any member of Governing Authority from the obligation to declare the interest.

5.9 Apart from the President [Universities Act, S. 16 (2)], no member of the University Management Team, may stand for election to, or be a member of Údarás na hOllscoile. Any staff member who is a member of Údarás na hOllscoile and is appointed to the University Management Team shall resign from the Governing Authority on taking up such appointment.

6. Register of Interests

6.1 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 Údarás na hOllscoile. 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. Responsibility

- 7.1 University of Galway will circulate this Code of Conduct to all members of the Governing Authority for their retention;
- 7.2 University of Galway will ensure that all members of the Governing Authority receive a copy of the Code and understand its contents;
- 7.3 University of Galway will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

8. Review

- 8.1 The Governing Authority of University of Galway will review this Code of Conduct periodically, at least once every three years.