

CODE OF CONDUCT FOR ENGAGEMENT WITH UNIVERSITY GOVERNANCE

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 committee members and anybody supporting committees of the Council and the Senate, the committees in their substructures, as well as to staff of the University serving as a member of the executive (senior management) or support to governance bodies.

The Code of Conduct sits alongside a suite of other governance documents, including the University's Charter and Statutes; relevant constitutions, standing orders and schedules of delegation; codes of governance, and relevant law.

Everyone appointed to or working with governance committees is expected to respect and uphold the University's mission, as set out in its Charter, its core values and objects and the Student Charter. Council members have some specific responsibilities as governors and trustees of the University¹. However, it is the responsibility of all committee members and staff to abide by this Code.

Code of Conduct for engagement with University Governance

General

- 1 Act within the OU's governing documents and the law.** Members and staff should understand how the University is governed externally and internally, including the Charter and Statutes, standing orders and schedules of delegation, codes of governance, and the relevant law, regulation, and policies and procedures.
- 2 Understand the purpose and functions of the governance committee** with which they work, its constitution and terms of reference, and their role on that committee.
- 3 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, and the additional principles of public service and respect identified in the [Nine Principles of Public Life in Scotland](#).
- 4 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

¹ 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.

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.

Managing Interests

5 **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.

6 **Not exercise their responsibilities in a personal or individual capacity, or 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. Members are expected to bring diverse views from particular perspectives to committee meetings, listen to the debate, put forward opinions, but when making a decision should act in the interests of the institution as a whole.

7 **Act impartially**, and not be influenced by social or business relationships, or pressure from external interest groups.

8 **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.

Confidentiality and Dissemination of Business

9 **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.

Committee members should be aware that the paper classification system and the minutes constitute the only formal record of the meeting.

The University is committed to transparency in its governance processes and most papers are classified as Internal Use Only and thus open to everyone. Members should not report on restricted committee business unless the matter has been reclassified as unrestricted.

For student members of committees, the agreed approach to confidentiality is contained in the OU-OU Students Association Relationship Agreement.

Further guidance on [paper classification](#) and publication is provided in the Conduct of Meetings (Standing Orders).

10 **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

11 **Committee members are expected to attend all the meetings (and other appointments as required) and engage in the discussions and decision-making processes.** If unable to attend, members should contact the Secretary in

advance to consider whether other arrangements for participation are available for that Committee.

12 **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.

13 **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.

14 **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.

15 **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.

16 **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).

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

Relationships/Boundaries

18 **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. We expect our committees to be constructive and welcoming communities in line with the [Open University's Strategy](#) and its enablers.

19 **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

- 20 The Open University does not normally remunerate members of its governance committees. However, it will pay the travelling and subsistence expenses where applicable.

Rights and Obligations

- 21 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.
- 22 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.
- 23 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 consider whether other processes are appropriate which may result in removal from the committee.

Further Guidance

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