

**CODE OF CONDUCT FOR MEMBERS OF  
THE BOARD OF GOVERNORS AND ITS COMMITTEES**

**1. INTRODUCTION**

- 1.1 This Code is intended as a guide for members of the Board of Governors and its Committees (including external co-opted members of all Board committees). It indicates the standards of conduct which are expected of them in carrying out their legal duties, and as such is aimed at promoting effective and well- informed governance. It is not intended to be a definitive or authoritative statement of law.
- 1.2 In addition to this Code, members are recommended to familiarise themselves with the following documents:
- a) The Instrument of the Government;
  - b) The Articles of Government;
  - c) The Standing Orders;
  - d) The Corporate Strategic Framework
  - e) The Terms and Conditions of Funding entered into with the Higher Education Funding Council for Wales (HEFCW or its successor CTER 'the Regulator');
  - f) The Higher Education Code of Governance, published by the Committee of University Chairs
  - g) The Financial Management Code (the Regulator)
- 1.3 The above are not an exhaustive statement of duties, powers or provisions and governors should refer to the source documents listed. If a governor is in doubt about the provisions of any of these documents, they should contact the Clerk to the Board.
- 1.4 Acceptance of appointment as a member of the Board of Governors will be construed as acceptance of this Code.

**2. PUBLIC SERVICE VALUES**

Governors in their corporate capacity must at all times act within the seven principles of public life (the 'Nolan' principles as set out in appendix 1) and should:

- 2.1 observe the highest standards of propriety involving **impartiality, integrity and objectivity** in relation to the stewardship of public funds and the management of the business of the Board of Governors;
- 2.2 maximise **value for money** through ensuring that services are delivered in the most efficient and economical way, within available resources, and with independent validation of performance achieved wherever practicable;
- 2.3 be **accountable** to the Regulator, users of services, individual citizens, students and staff for the activities of the University, its stewardship of public funds and the extent to which key performance targets and objectives have been met;

- 2.4 in accordance with Government policy on **openness**, comply fully with the principles of the Citizen's Charter and Freedom of Information Act 2000, and seek to communicate Board policies and decisions so as to ensure they are clear and open.

### **3. POWERS**

- 3.1 Governors are responsible for taking decisions which are within the powers given to the University by Section 124 of the Education Reform Act 1988 (as amended by the Further and Higher Education Act 1992). A summary of those powers is set out in appendix 2.

### **4. ROLE OF THE CHAIR OF THE BOARD**

- 4.1 The Chair of the Board, together with the Vice Chancellor and Chief Executive, where appropriate, has particular responsibility for providing effective strategic leadership on matters such as:
- a. formulating the Board's strategy for discharging its statutory duties;
  - b. encouraging high standards of propriety, and promoting the efficient and effective use of staff and other resources throughout the organisation;
  - c. ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Regulator, the Charity Commission and other relevant bodies;
  - d. representing the views of the Board to the general public, to the Regulator and other relevant bodies; and
  - e. providing an assessment of performance of individual Governors when they are being considered for re-appointment to the Board.
- 4.2 The Chair of the Board should ensure that the Board meets at regular intervals throughout the year and that minutes of meetings accurately record the decisions taken.
- 4.3 The Chair of the Board should ensure that all Members of the Board, when taking up office, are fully briefed on the terms of their appointment, and on their duties, rights, and responsibilities and encourage governors to attend relevant induction and governor development events.
- 4.4 Wrexham University has established role descriptions for the roles of Governor, Chair, Vice Chair of the Board, and Committee Chairs.

### **Communication with the Regulator**

- 4.5 Communications between the Board and the Regulator will normally be through the Chair except where the Board has agreed that an individual Member should act on its behalf. Nevertheless, an individual Member has the right of access to the Regulator on any matter which they believe raises important issues relating to their duties as a member of the Board. In such cases, the agreement of the rest of the Board should

normally be sought. The main point of contact between the University and the Regulator on day-to-day matters will normally be the Vice Chancellor and Chief Executive or another member of staff who is authorised to act on their behalf.

## **5. RESPONSIBILITIES OF INDIVIDUAL GOVERNORS**

- 5.1 Governors must observe the provisions of the University's Instruments and Articles of Government and in particular the responsibilities given to the Corporation by Article 3 (1) which are set out in appendix 3.
- 5.2 Each individual governor has a fiduciary duty to the University as a governor and a charity trustee. This means that governors should act in good faith and in the best interests of the University and act honestly, diligently and, subject to the provisions relating to collective responsibility, independently.
- 5.3 The 'best interests of the University' can be taken as to mean, first and foremost, the interests of its students and other users of the University's services and the safeguarding of public funds. Governors should have regard to these interests, and must not misuse information gained in the course of their public service for personal gain or for political purposes, nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations. Governors are not appointed as 'representatives' or 'delegates' by any outside body and may not lawfully be bound by mandates given by others.
- 5.4 Governors should not act in a way which will bring the Board into disrepute.
- 5.5 Governors should familiarise themselves with the University's 'Whistleblowing' Policy and equal opportunities policies.

### **Safeguarding of public funds**

- 5.6 Governors have a duty to ensure the safeguarding of public funds – which for this purpose includes all forms of receipts from fees, charges and other sources – and the proper custody of assets which have been publicly funded. They must take appropriate measures to ensure that the Board at all times conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provision and to relevant guidance from the Regulator and the Charity Commission.

### **Engagement in political activities**

- 5.7 Members are free to engage in political activities, provided they are conscious of their general public responsibilities and exercise a proper discretion, particularly in regard to the work of the Board of Governors. On matters directly affecting that work, they should not make political speeches or engage in other political activities.
- 5.8 Involvement in political activities is monitored by the Clerk on behalf of the Board, and members, including co-opted members, will be asked annually to declare political activities on the declaration of interests form sent from the Clerk's Office as is customary practice. Members should note that if they are elected and take up political office, they must resign their membership of the Board and its committees or, in the case of co-opted members, their membership of a committee.

### **Attendance at meetings**

- 5.9 Governors should give high priority to attendance at meetings of the Board of Governors and any Board committees of which they are a member, when not reasonably prevented from doing so. This will enable the University to benefit from the experience and unique contribution made by Governors towards developing policies and strategies and monitoring progress.
- 5.10 The Instrument of Government, paragraph 6(3), and standing order 4.5 shall apply with regard to the removal of a Governor from office as a result of issues relating to non-attendance or where a governor “is unable or unfit to discharge the functions of a member”.

### **Personal conduct**

- 5.11 Governors should observe the appropriate principles of behaviour in the conduct of public affairs. Members contributing to the Board should be entitled to feel that they are contributing honestly, openly and disinterestedly and should not need to have regard to whether their comments will be quoted outside meetings. All members must therefore recognise that the content of Board debate and views expressed by individual members are confidential.
- 5.12 The Board conducts its business openly and decisions of the Board are made known through publication of its minutes. The Chair of the Board and Vice-Chancellor and Chief Executive have particular responsibility for ensuring communication with staff, students and the public, although this is frequently delegated to senior members of staff in respect of communication with institutions and occasionally in respect of public communication. Individual members of the Board, in addition to observing the rules of confidentiality of debate, should avoid putting themselves in the position of seeming to act as a spokesperson for the Board without prior approval from the Chair of the Board.

### **Delegation**

- 5.13 Governors should have regard to the different but complementary responsibilities given to the Vice-Chancellor as the University’s Chief Executive. Whereas the Board of Governors decides strategic policy and overall direction, and monitors the performance of the Vice-Chancellor and any other senior postholders, it is the Vice-Chancellor’s role to implement Board decisions and manage the University’s affairs within the budgets and frameworks fixed by the Board.
- 5.14 The Board may decide to delegate, where it has power to do so, responsibility for specified matters to individual members including the Vice Chancellor and Chief Executive, or committees of the Board under delegated powers, and these should be recorded in written minutes presented to full meetings of the Board. A Scheme of Delegation is also in place.
- 5.15 The Vice-Chancellor is also the ‘Accountable Officer’ under the Financial Management Code with the Regulator. They are responsible to the Chief Executive of the Regulator for the resources under their control. The essence of the role is a personal responsibility for the propriety and regularity of the public finances made available to the Board; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; and for the efficient and

effective use of resources their charge. The Accountable Officer has a responsibility to see that appropriate advice is tendered to the Board on all these matters.

- 5.16 The Board has a responsibility to monitor the performance of the Vice Chancellor and Chief Executive. This is undertaken by the Chair of the Board and the outcomes shared with the Remuneration Committee and the Board as appropriate.

## **6. CONFLICTS OF INTEREST**

- 6.1 Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the University and should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 6.2 Governors have a duty to disclose any financial interest which they have, or may have, in the supply of work or goods to or for the purposes of the University; any contract or proposed contract concerning the University, or any other matters relating to the University.
- 6.3 An interest, however, does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of governors' independent judgement, then the interest, financial or otherwise should be reported to the Clerk and be disclosed to the Board before the matter giving rise to the interest is considered.
- 6.4 Governors may be asked to withdraw from that part of the meeting at which the matter giving rise to the interest being considered, and on no account may vote in relation to the matter.
- 6.5 Governors should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should be reported to the Clerk.
- 6.6 The Clerk will maintain a Register of Interests which will be made publically available on the University's web pages. Governors will be invited to disclose routinely to the University all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have. Governors should inform the Clerk whenever their circumstances change, and interests are acquired or lost.

## **7 COLLECTIVE RESPONSIBILITY**

- 7.1 The Board of Governors operates by governors taking majority decisions at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the governors collectively and each individual governor has a duty to stand by it, irrespective of presence at the meeting of the Board when the decision was taken.
- 7.2 If a governor, not present at a meeting when a decision is taken, subsequently disagrees with that decision they should discuss the matter with the Chair of the Board who will determine the course of action to be taken.

## **8 PERSONAL LIABILITY OF GOVERNORS**

- 8.1 If any legal proceedings initiated by a third party are brought, they are likely to be brought against the Board as an entity, although in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chair of the Board or other individual Governors. For example, a Governor may be personally liable if they make a fraudulent or negligent statement which results in loss to a third party. A Governor who misuses information gained by virtue of their position may be liable for breach of confidence under common law or under insider dealing legislation.
- 8.2 However, the University has indicated that individual Governors who act honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their Board functions. The University has in place Governors' Directors' and Officers' Liability where the University holds cover up to £10million in any one event.
- 8.3 Governors who want further advice may, where appropriate, consult the Board's legal advisers through the Clerk to the Board, or the Vice Chancellor and Chief Executive.

## **9 Review of Code of Conduct**

9.1 The Board should review the Code of Conduct at least every three years.

### Review of Code

*Measures for monitoring agreed 20<sup>th</sup> October 2005 (minute 05.14)*

*Reviewed July 2006 – no changes (Minute 05.106)*

*Reviewed and updated 15<sup>th</sup> December 2006 (minute 06.48)*

*Reviewed July 2007 – no changes (minute 06.95)*

*Reviewed July 2008 – no changes (minute 08.21)*

*Update with terminology to reflect University Status – July 2008*

*Reviewed and updated 10<sup>th</sup> July 2009 (Minute 08.124)*

*Reviewed and updated 16<sup>th</sup> July 2010 (Minute 09.107)*

*Reviewed 8<sup>th</sup> July 2011 (minute 10.102)*

*Reviewed 6<sup>th</sup> July 2012 (minute 11.95)*

*Reviewed 12<sup>th</sup> July 2013 (minute 12.87)*

*Reviewed 11<sup>th</sup> July 2014 (minute 13.103)*

*Reviewed and updated 10<sup>th</sup> July 2015 (minute 14.123)*

*Reviewed and updated 8<sup>th</sup> July 2016 (minute 15.94)*

*Reviewed and updated 15<sup>th</sup> June 2017 (N&G)/Endorsed by the Board July 2017 (minute 16.85.04)*

*Reviewed and updated June 2019 (N&G). Endorsed by the Board July 2019*

*Reviewed and Updated June 2020*

*Reviewed and updated June 2022 (minute 21.36.01)*

*Reviewed and updated July 2023 (minute 22.27.02)*

*Reviewed and updated July 2024 (minute 23.134)*

## **APPENDIX 1**

### **THE SEVEN PRINCIPLES OF PUBLIC LIFE ('NOLAN PRINCIPLES')**

#### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

*The Government endorsed the Seven Principles of Public Life in "Spending Public Money@ Governance and Audit Issues". March 1996*

## **SUMMARY OF THE POWERS OF THE CORPORATION**

Under section 124 (1) of the Education Reform Act 1988 as amended (“the Act”) a higher education corporation shall have power:

- a) to provide higher education;
- b) to provide further education; and
- c) to carry out research and to publish the results of the research or any other material arising out of or connected with it in such manner as the corporation think fit.

Under section 124 (2) of the Act a higher education corporation shall also have power to do anything which appears to the corporation to be necessary or expedient for the purpose of or in connection with the exercise of any of the powers conferred on the corporation by subsection (1) above, including in particular power:

- a) to provide facilities of any description appearing to the corporation to be necessary or expedient for the purposes of or in connection with carrying on any such activities (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students with learning difficulties);
- b) to supply goods and services;
- c) to acquire and dispose of land and other property;
- d) to enter into contracts, including in particular:
  - i. contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any such activities; and
  - ii. contracts with respect to the carrying on by the corporation of any such activities;
- e) to borrow such sums as the corporation think fit for the purposes of carrying on any activities they have power to carry on or meeting any liability transferred to them under section 126 of this Act and, in connection with such borrowing, to grant any mortgage, charge or other security in respect of any land or other property of the corporation. *This power must not be exercised without the consent of the Higher Education Funding Council for Wales.*
- f) to invest any sums not immediately required for any of the purposes mentioned in paragraph (e) above;
- g) to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and
- h) to do anything incidental to the conduct of an educational institution providing higher or further education.

**SUMMARY OF THE RESONSIBILITIES OF MEMBERS OF THE BOARD  
OF GOVERNORS**

Under Article 3 (1) of the University's Articles of Government the Board of Governance shall be responsible for

- i. the determination of the educational character and mission of the University and for oversight of its activities;
- ii. the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- iii. approving annual estimates of income and expenditure;
- iv. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
- v. the appraisal of the Vice-Chancellor and Clerk; and
- vi. setting a framework for the pay and conditions of other staff.

Article 5 (4) of the Articles is not permitted however, to delegate the following:

- i. the determination of the educational character and mission of the University;
- ii. the approval of the annual estimates of income and expenditure;
- iii. ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- iv. the appointment or dismissal of the Vice-Chancellor; and
- v. the varying or revoking of these Articles.