



University College Dublin

Governing Authority Code of Conduct

1. Introduction

University College Dublin (UCD) has developed this Code of Conduct for members of the Governing Authority and its committees. This Code of Conduct takes account of the implications of the Ethics of Public Office Acts, 1995 and the Standards in Public Office Act 2001 as well as the 1997 Universities Act (as amended by the Higher Education Authority Act 2022). A copy of the Code will be circulated to all members, will be available upon request and published on the University's website.

2. Intent and scope

The purpose of the Code is to provide guidance to the Chair and members of the Governing Authority of UCD in performing their duties as members of the Governing Authority as set down in the Universities Act 1997. The Code also applies to all members of the committees of the Governing Authority. Copies of the Act 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.

3. Objectives

The objectives of the Code are:

- a) To set out an agreed set of ethical principles;
- b) To promote and maintain confidence and trust in the Governing Authority and the University;
- c) To prevent the development or acceptance of unethical practices;
- d) To promote the highest legal, management and ethical standards in all the activities of the University;
- e) To promote compliance with best current governance and management practices in all the activities of the University.

4. General Principles

All Governing Authority members are required to observe the following fundamental principles as set out in the guidelines for the Code of Conduct.

4.1. Integrity

- 4.1.1. Members of the Governing Authority are expected to abide by the principles set out in the UCD Conflict of Interest Policy and disclose outside employment/business interests or personal interests which they consider may be in conflict or in potential conflict with the business of UCD or may be perceived as such. Disclosure should be made as soon as they become aware of any conflict or potential conflict.

- 4.1.2. 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 UCD. It will put in place appropriate arrangements to give effect to this.
- 4.1.3. Members of Governing Authority will not be involved in outside employment/business interests in conflict or in potential conflict with the business of UCD. The Governing Authority will put in place appropriate arrangements to give effect to this.
- 4.1.4. Members of the Governing Authority will keep up to date and informed about strategic issues and changes affecting the University and the environment in which it operates.
- 4.1.5. 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.
- 4.1.6. Members of the Governing Authority will not use, directly or indirectly, any facilities or services of the University, nor allow to be used, for purposes other than expressly approved by the University.
- 4.1.7. Members of the Governing Authority must be committed to having UCD compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services.
- 4.1.8. UCD 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.
- 4.1.9. UCD is committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines.
- 4.1.10. UCD is committed to ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector. Members of the Governing Authority of the University will be reimbursed for all reasonable, vouched travel, hotel and other expenses properly incurred by them in connection with attendance at meetings or otherwise in connection with the discharge of their duties.
- 4.1.11. UCD 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.
- 4.1.12. Members of the Governing Authority are required to avoid the use of UCD resources or time for personal gain, for the benefit of persons/organisations unconnected with the institutions or its activities or for the benefit of competitors.
- 4.1.13. UCD is committed not to acquire information or business secrets by improper means.
- 4.1.14. Members of the Governing Authority must alert the Chair of Governing Authority of any instances of material non-compliance with statutory obligations applicable to the University, of which they become aware.

4.2. Information

- 4.2.1. UCD 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.
- 4.2.2. Members of the Governing Authority are required to respect the confidentiality of sensitive information held by UCD. This would constitute material such as:
 - a) personal information
 - b) information received in confidence by UCD
 - c) any commercially sensitive information or other information sensitive to the reputation of UCD 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
- 4.2.3. 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.

- 4.2.4. Members of the Governing Authority will ensure that confidential records are subject to appropriate access measures.
- 4.2.5. Members of the Governing Authority will observe any restrictions agreed by the Governing Authority on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements).
- 4.2.6. UCD will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- 4.2.7. UCD will comply with all relevant statutory provisions (e.g. Data Protection Act 2018, the Freedom of Information Act 2014, General Data Protection Regulation 2018).
- 4.2.8. Members of the Governing Authority and staff will observe due confidentiality in relation to all discussions and decisions taken at meetings of the Governing Authority.

4.3. Obligations

- 4.3.1. UCD will fulfil all regulatory and statutory obligations imposed on the UCD by the (1997 Universities Act).
- 4.3.2. UCD will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- 4.3.3. UCD will ensure measures are in place to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure.
- 4.3.4. Members of the Governing Authority are required to make reasonable endeavours to attend all governing authority meetings.
- 4.3.5. It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The Governing Authority of UCD will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner during a reasonable period following employment by a third level institution. The Governing Authority will also ensure that any procedures that it may put in place in this regard are monitored and enforced.
- 4.3.6. The Governing Authority of UCD acknowledges the duty of all to conform to the highest standards of business ethics.

4.4. Loyalty

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

4.5. Fairness

- 4.5.1. UCD is committed to complying with employment equality and equal status legislation.
- 4.5.2. UCD is committed to creating an environment where diversity is celebrated and everyone is treated fairly regardless of gender, age, race, disability, ethnic origin, religion, sexual orientation, civil status, family status, or membership of the travelling community. Members of the Governing Authority will carry out all duties in compliance with UCD's Equality, Diversity & Inclusion Policy.
- 4.5.3. UCD is committed to fairness in all business dealings.
- 4.5.4. UCD values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equally.

4.6. Work/External Environment

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

4.7. Responsibility

- 4.7.1. UCD will circulate this Code of Conduct and the UCD Conflict of Interest Policy to all members of the Governing Authority for their retention.
- 4.7.2. UCD will ensure that all members of the Governing Authority receive a copy of this Code and understand its contents and will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

5. Review

The Governing Authority will review this Code of Conduct on an annual basis.

5.1. Version History

6. Date	7. Version	8. Note
9. March 2020	10. 1.0	11. Approved by the Governing Authority
12. September 2020	13. 1.1	14. Minor revisions, approved by the Governing Authority
15. September 2021	16. 1.1	17. Reviewed by the Governing Authority
18. September 2022	19. 1.1	20. Reviewed by the Governing Authority
21. September 2023	22. 1.2	23. Minor revisions, approved by the Governing Authority