



Code of Practice: Code of Conduct for Council Members

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Related documents: Code of Conduct in the Guide for Members of Higher Education Governing Bodies in the UK, Charity Commission Guidance on Conflicts of Interest, Leadership Foundation Resources for Governors

University document: Yes

A University document applies across the institution, is approved by a committee of Council or Senate and is held in the University Policy Directory on SharePoint.

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Code of Practice: Code of Conduct for Council Members

1 Introduction

- 1.1 Council is entrusted with funds both public and private, and therefore has a duty to observe the highest standards of corporate governance. The University has adopted the CUC Higher Education Code of Governance¹ and reviews its processes against this Code.
- 1.2 Members of Council and its committees should observe the “Nolan Principles of Public Life”, as outlined in the CUC Code, namely: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

Selflessness: Council members should act solely in terms of the public interest.

Integrity: Council members must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity: Council members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability: Council members are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness: Council members should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honestly: Council members should be truthful.

Leadership: Council members should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

2 Corporate Decision Making

- 2.1 Council should exercise its responsibilities in a corporate manner; decisions must be taken collectively by all of the members acting as a body. Members should not act individually, or as representatives of a constituency. Some members serve in an ex-officio capacity, some members are nominated or elected by bodies (which include Senate, staff and the Students’ Union) and some members are appointed as lay members. Irrespective of the manner in which members are appointed to Council, once on Council they serve the best interests of the University rather than representing or being accountable to a specific constituency.

¹ [Publications - Committee of University Chairs](#)

- 2.2 To avoid actions which could involve a personal liability members must:
- (i) Ensure the University complies with the law and the requirements of the Office for Students (OfS) as regulator
 - (ii) Ensure that the requirements or rules set out in the Charter, Statutes and Ordinances are observed.
 - (iii) Comply with the requirements of legislation, University regulations, policies and procedures.
 - (iv) Act with integrity and avoid any personal conflicts of interest or misuse of funds or assets.
 - (v) Ensure that the University's finances are used appropriately and lawfully and that funds provided by the OfS are used in accordance with the OfS Terms and Conditions of Funding.
- 2.3 As well as being a higher education institution, the University is an independent corporation and an exempt charity; Council members have concurrent responsibilities and potential personal liability as trustees of a charity.
- 2.4 Provided Council members act in the best interests of the University and within the scope of their powers, as individual members, they will be indemnified by the University against the results of their actions or decisions.

3 Conflicts of Interest

- 3.1 Members of Council and its committees must act impartially and not be influenced in their role by social and business relationships. Good practice requires that where a member has a pecuniary, family or other personal interest in any matter under discussion at a meeting, they must disclose that interest. Such declarations will be recorded in the minutes of the meeting. The member, if requested by the Chair, may be required to withdraw from the meeting for the relevant point under discussion in the meeting (see the University's Standing Orders).
- 3.2 The University maintains a register of interests of all members of Council and senior officers. The register is kept by the University Secretary and Registrar and is reviewed annually. The University's Code of Practice on the Registration on Interests gives further guidance. It is the member's responsibility to keep their entry up to date. An email will be sent annually to those people identified in the Code of Practice asking them to review their entry for accuracy or send a new entry. However, if circumstances change in year members must update their entry.
- 3.3 The Charity Commission has published guidance on conflicts of interest available at <http://www.charitycommission.gov.uk/detailed-guidance/trustees-staff-and-volunteers/conflicts-of-interest-in-charities/>.
- 3.4 Members of Council and Council committees should also bear in mind the requirements under the UK Bribery Act 2010 and the University's Policies on bribery, corruption and money laundering, including the need for members to act with care in relation to hospitality or gifts, which could be perceived as inducements by persons or bodies seeking to supply goods or services to the University (see the University's procedure on Gifts and Hospitality). Members of Council and Council committees are also responsible, along with management, for the prevention and detection of fraud. For example, the deliberate misstatement of the University's financial statements, and the theft of assets.

4 Conduct of Business

- 4.1 The University's Standing Orders sets out the rules for the conduct of meetings.
- 4.2 All agenda, papers, minutes and discussion at Council and its committees is confidential unless and until disclosed in the legitimate course of business.
- 4.3 It is intended that the procedures laid down in Standing Orders should be followed at meetings. Standing Orders are used as a guide and a set of rules which members can refer to. They cover such points as the quorum for any committee, the Chair's casting vote, how to vote at a meeting, how to propose items for an agenda, the conduct of meetings, and include a definition of reserved business.

5 Role of Members

- 5.1 Members of Council and its committees should attend all meetings and prepare in advance of the meeting. They should make an appropriate level of contribution to discussion at meetings and act in the interests of the University as a whole rather than as a representative of any body.
- 5.2 As a trustee, each Council member owes the University a duty of care, which means they must give enough time, thought and energy to their duties and make reasonable use of their skills and experience, exercising such care and skill as is reasonable in the circumstances having particular regard to any special knowledge or experience that they have or profess to have.
- 5.3 Members of Council and Council committees must not act in a way which will bring Council or the University of Hull into disrepute.
- 5.4 Council members and committee members who are staff or students must prioritise their Council duties over their responsibilities as staff, students, or their affiliations with other organisations when dealing with matters related to Council or its business. Members who are nominated by particular constituencies should not act 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, except when acting under approved arrangements as a proxy for another member of the Council.

6 Version Control

Version	Author	Date approved	Relevant sections
1.00	Governance Manager	27/11/2015	All
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