



Ollscoil na hÉireann
National University of Ireland

**Code of Conduct for Members of the Senate of
the National University of Ireland
and Members of the Committees and Sub-
Committees of Senate**

April 2022

Review and Approval of Code of Conduct for Members of Senate

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CCMS22: Code of Conduct for Members of Senate of NUI and Members of the Committees and Sub-Committees of Senate, 2022

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1. Introduction

The National University of Ireland has updated its Code of Conduct for members of Senate. This revised Code of Conduct takes account particularly of the requirements of the Code of Governance for Irish Universities, 2019 and also as previously

- The Irish Universities Act, 1908
- The Charter of the National University of Ireland
- The Ethics in Public Office Acts, 1995
- The Standards in Public Office Act, 2001
- The Universities Act, 1997.

A copy of the Code of Conduct will be circulated to all Senate members for their retention, and it will also be placed on National University of Ireland's website. Senate members must ensure they understand the requirements of this Code of Conduct and any areas where a Senate member does not understand any requirements will be addressed by NUI.

This Code of Conduct must be reviewed by the Senate a maximum of five years after its adoption and earlier if the Senate feels that it is necessary to do so, or that the regulatory and policy landscape has changed sufficiently to warrant a review.

2. Intent and Scope

The purpose of the Code of Conduct is to provide guidance to the Chancellor and members of the Senate of the University in performing their duties as members of Senate as set down in the Universities Act 1997 and the other Acts and guidance noted in 1. above. Copies of the Universities Act 1997 have been provided to all members of Senate.

This Code of Conduct will also apply to members of the Standing Committee and Sub-Committees established by the Senate for whatever purpose, including those who may not be members of Senate.

3. Objectives

The objectives of this Code of Conduct are:

- to set out an agreed set of ethical principles
- to promote and maintain public confidence and trust in the Senate of the National University of Ireland
- to prevent the development or acceptance of unethical practices in the conduct of the business of the Senate
- to promote the highest legal, governance and ethical standards in the activities of the Senate
- to promote compliance with best current governance practices in the activities of the Senate.

4. National University of Ireland Commitment to Good Conduct

The General Guiding Principles and Obligations that Senate members should adhere to are provided in Section 5 below. When performing their roles, Senate members should be cognisant that the National University of Ireland is committed to the following:

Fulfilling all regulatory and statutory obligations imposed on the National University of Ireland by the Universities Act, 1997:

- fulfilling all other statutory and regulatory obligations; complying with relevant laws and regulations including employment equality and equal status legislation;
- fairness in all National University of Ireland dealings and not acquiring information or business secrets by improper means;
- conducting its purchasing activities of goods/services in accordance with public policy and good business practice, including tendering and levels of authority for sanctioning relevant expenditure, and that its purchasing regulations reflect this;
- ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector;
- ensuring the engagement of consultancy / other services follows public policy guidelines;
- ensuring that the accounts / reports accurately reflect the operating performance of National University of Ireland and are not misleading or designed to be misleading;
- instigating measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure.
- valuing students of NUI institutions, suppliers, employees and customers and treating all students in NUI, suppliers, employees and customers equally;
- placing the highest priority on promoting and preserving the health and safety of its employees;
- ensuring that community concerns are fully considered in its activities and operations;
- supporting and promoting the UN Sustainable Development Goals. This commitment is not just to those goals in areas related to NUI's core mission such as education, innovation, justice and equality but the wider goals related to NUI's day to day business such as those related to the environment, consumption of energy and other resources, the workplace and climate action.

5. Guiding Principles and Obligations for Senate Members

All members of the Senate of the National University of Ireland are required to observe the following principles and obligations:

5.1 Integrity: *Being straightforward and honest, and adhering to the highest standards of integrity in the conduct of their work.*

Members of Senate should adhere to the following:

- to act honestly and responsibly in relation to the conduct of the affairs of the National University of Ireland;
- to act in accordance with the Universities Act 1997 and exercise their powers only for the purposes allowed by law;
- not to benefit from or use NUI's property, information or opportunities for their own or anyone else's benefit, except such benefits that are available to any member of the public or member of an NUI institution, unless the NUI Senate permits it by passing a resolution at a meeting of the Senate;
- to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of NUI, or may be perceived as such;
- to avoid the use of NUI 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;

- to 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;
- not seek to restrict another Senate member's power to exercise an independent judgement;
- to have regard to interests of NUI's members institutions;
- to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Senate member (*a Senate member may be held liable for any loss resulting from their negligent behaviour*);
- to act in good faith in what the Senate member considers to be the interest of the National University of Ireland and the wider public interest.

5.2 Information: *Providing access to general information relating to the National University of Ireland's activities in a way that is open and enhances its accountability to the general public.*

The National University of Ireland is committed to the above. However, in the course of their duties, members of Senate will have access, in written form and during deliberations, to sensitive information received in confidence including:

- personal information;
- information received in confidence by the National University of Ireland;
- discussions and decisions taken at meetings of Senate;
- any commercially sensitive information or other information sensitive to the reputation of the National University of Ireland including future plans or details of major organisational or structural changes.

Members of Senate are required to:

- adhere to relevant legislation and respect the confidentiality of sensitive information held by the National University of Ireland
- refrain from using confidential information for personal gain or advantage.

Members of Senate shall:

- a) ensure that appropriate care is taken to guarantee the security of sensitive Senate and other documents received in connection with their membership of the Senate, whether in paper or electronic form;
- b) respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Senate;
- c) ensure that confidential records are subject to appropriate access procedures;
- d) observe any restrictions agreed by Senate on the use or dissemination of information (subject to the Freedom of Information Acts or Data Protection Act requirements);
- e) respect the privacy of individuals.

Former members of Senate (other than *ex officio* members who may need to retain Senate documentation in their offices for the purposes of continuity) should not retain documentation obtained during their terms of office as members and should return such documentation to the NUI Registrar or otherwise indicate to the Registrar that all such documentation in their possession, including information held electronically, has been disposed of in an appropriate manner. If, in relevant circumstances, former Senate members require access to papers from the time of their term on the Senate, this can be facilitated by the Registrar as appropriate.

The obligations of Senate Members regarding the non-disclosure of private, privileged or confidential information do not cease when membership of the Senate ends. Employment by, and/or the provision of consultancy services to, any other organisations by former members of Senate, are subject to the same level of confidentiality expected whilst acting as a member of the NUI Senate in order to prevent conflicts of interest or inappropriate disclosure that might otherwise arise.

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 NUI Senate 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 Senate will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

5.3 Obligations: *Avoiding any action that may bring your position or National University of Ireland into disrepute.*

Members of Senate are required to:

- use their reasonable endeavours to attend all Senate meetings; National University of Ireland has an expectation of high attendance at all Senate meetings;
- conform to the highest standards of business ethics.

5.4 Loyalty: *Supporting and contributing to the ethos, mission and values of the National University of Ireland in the performance of the role of a member of Senate.*

- Members of the Senate of the National University of Ireland acknowledge the responsibility to be loyal to NUI and to be fully committed to its evolving ethos, mission and values, with due respect to the tenets of academic freedom, while mindful that NUI itself must at all times take into account the interests of its various stakeholders;
- Members may not lobby on behalf of the National University of Ireland. If they do so, it will be regarded as undertaken in a personal capacity and not that of NUI.

5.5 Fairness: *Undertaking all National University of Ireland business dealings in a fair manner to all concerned.*

Members of Senate are required to conduct themselves in a fair manner with other Senate members, staff, and all other stakeholders they may encounter in performing their role, including:

- Treating each other, and National University of Ireland staff, with professionalism, courtesy and respect;
- Not acting as spokespersons for Senate in any form unless specifically requested by Senate to do so;
- Participating actively and working co-operatively with fellow members of Senate in discharging their responsibilities as members.
- Acting responsibly and fairly with the due care, skill, diligence, loyalty, and the prudence of a reasonable individual.

5.6 Work/External Environment: *Promoting and preserving the health and safety of employees of NUI.*

Members of Senate are required to promote the health and safety of employees, contractors and any other stakeholders.

5.7 Objectivity: *Being free of bias or conflicts of interest and acting fairly and in accordance with the traditional principles of academic freedom.*

Where a situation of potential, perceived and/or actual conflict of interest arises, a member of Senate shall make a disclosure of the existence of the potential conflict, in writing, to the Registrar (copied to the Chancellor), as soon as he/she becomes aware of it.

Members of Senate are required to declare conflicts of interest at meetings, and to leave meetings when relevant discussions take place as appropriate.

Members of Senate should familiarise themselves with the Appendix of this Code of Conduct, which provides the full detail regarding potential situations of conflict of interest in performing the role of a member of Senate and procedures to be followed in relation to those situations.

5.8 Competence and Due Care: *Maintaining knowledge and skills at the expected level for a member of Senate and applying such knowledge and skills appropriately and diligently.*

Members of the Senate should keep themselves informed on developments in the National University of Ireland and third-level education sector and have adequate time to commit to the National University of Ireland, including:

- developing and maintaining a clear understanding of the functions of the Senate
- familiarising themselves with the contents of the Universities Act, 1997 and the National University of Ireland Charter and relevant Statutes;
- developing and maintaining a clear understanding of the role of any Senate committee on which they serve;
- familiarising themselves with the contents of Senate induction and ongoing requisite training;
- seeking clarification and taking advice in respect of matters outside the Member's expertise, in accordance with such procedures as may be agreed by Senate for this purpose from time to time;
- preparing for meetings by reading and considering all papers circulated with the agenda, provided to them ordinarily at least one week before each meeting of the Senate.

6. Other Matters

6.1 Advice on this Code of Conduct

The Chancellor and Registrar shall advise any member, upon his/her request, on any question pertaining to the application of this Code of Conduct.

6.2 Complaints

Any complaints alleging a breach of this Code shall be referred to the Registrar, copy to the Chancellor, and shall be investigated in accordance with a procedure to be proposed by the Chancellor and Registrar, such procedure to be approved by resolution of the Senate.

If Senate members should raise suspicions of wrongdoing either in relation to NUI generally, or matters concerning the Senate, members are considered workers under the Protected Disclosures Act 2014. They will also be treated as workers in applying the National University of Ireland's Protected Disclosure (Whistleblowing) Policy.

6.3 Dissemination

The Registrar shall provide a copy of this Code to each member of the Senate and each member of the Committees and Sub-Committees of Senate.

Appendix

7. Conflicts of Interest

7.1 Introduction

A member of Senate shall be considered to have a real conflict of interest when he/she holds a personal interest, whether direct or indirect, of which he/she 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 as a result of obtaining a substantial benefit.

A Senate member should be aware that he/she may have a perceived conflict of interest when he/she 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 objectivity that the said Member is obliged to exercise in the performance of his/her duties.

7.2 General Principles

Members of Senate shall:

- a) not use their position as a member of Senate for personal profit, gain or advantage. Advantage includes any pecuniary, family, financial or other advantage by members of Senate, which poses a real or potential risk for conflict of interest or could materially influence the member in the performance of his/her functions as a member of the Senate or damage public confidence in the National University of Ireland;
- b) not accept a gift, fee, favour, reward, gratuity or remuneration of any kind if it could be seen by the public, knowing the full facts, as intended or likely to cause a member of Senate to act in a particular way or deviate from the performance of his/her duty;
- c) not assist any person or any organisation in its dealings with the National University of Ireland when such intervention may result in real or apparent preferential treatment to that person or organisation by the National University of Ireland;
- d) not use, directly or indirectly, any facilities, resources or services of the National University of Ireland, nor allow them to be used, for purposes other than expressly approved by NUI.

7.3 Disclosure of Conflicts of Interest

Where a situation of potential, perceived or actual conflict of interest arises, a member of Senate shall make a disclosure of the existence of the potential conflict, in writing, to the Registrar (copied to the Chancellor), as soon as he/she becomes aware of it.

In addition to the above, members of Senate shall disclose conflicts of interest in the performance of their role as follows:

- on appointment as a Senate member and annually thereafter;
- where the member performs an official function and he/she has a material interest (see definition below) in the matter to which the function relates;
- after appointment as a Senate member, a member shall make a disclosure of the existence of the potential conflict, in writing, to the Registrar (copied to the Chancellor), as soon as he/she becomes aware of it.

A **material interest** is defined in the Ethics in Public Office Act 1995 where a person or connected person has a material interest in a matter if the consequence or effect –

- of the performance by the person of a function of his or her office, directorship, designated position, or position as a special adviser, as the case may be, or
- of any decision made in relation to or in the course or as a result of the performance of such a function by the person

concerning that matter may be to confer on or withhold from the person or the connected person a significant benefit without also conferring it on or withholding it from persons in general or a class of persons which is of significant size having regard to all the circumstances and of which the person or the connected person is a member.

A connected person includes: spouse, or civil partner, child or child of spouse/civil partner.

7. Other specific legislative requirements for potential conflict of interest situations are provided in the Universities Act, 1997, Third Schedule, paragraph 8 as follows:
 1. A member of Senate who has an interest in—
 - (a) 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
 - (b) a contract which the university proposes to make,shall disclose to the Senate the fact of the interest and its nature and shall take no part in any deliberation or decision of the Senate relating to the contract, and the disclosure shall be recorded in the Senate minutes.
 2. A member of the Senate of the university who is related to a person who is a candidate for appointment by the Senate as an employee of the university, shall disclose to the Senate the fact of the relationship and its nature and shall, if the Senate so decides, take no part in any deliberation or decision of the Senate relating to the appointment, and the disclosure and decision shall be recorded in the Senate.
 3. A member of the Senate of the university shall at all times act, as a member, in the best interests of the University and shall not act as a representative of any special interest provided that nothing in this paragraph shall restrict a member from representing at meetings of the Senate the views of those by whom he or she has been elected or to restrict the freedom of expression of that member.

If a Senate member has a doubt as to whether an interest should be disclosed, he/she should consult with the Chancellor and/or Registrar, as appropriate.

Provided that the existence of the potential conflict of interest has been disclosed, it will not be necessary for the member to disclose the details of the circumstances. This will include interests of which the Member has actual knowledge including any related interest of his or her spouse or civil partner, child, or child of his/her spouse or civil partner.

For this purpose, persons or bodies connected with member include:

- a) a spouse, parent, brother, sister or step-child;
- b) a body corporate with which the member is associated;
- c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the person(s) at (a) above or the body corporate at (b) above; and
- d) a person acting as a partner of the member or of any person or body who, by virtue of (a) to (c) above, is connected with the member.

7.4 Register of Interests

Members of Senate 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 the Senate. The necessary Statement of Interest shall be returned annually, where required, as well as disclosure of interests at other times during the year, if they occur, to the Registrar and to the Commission on Standards in Public Office by the due date. It should be noted that the Registrar will maintain a confidential register restricted to the Chancellor and the Registrar, and to other members of the Senate on a strictly need to know basis.

7.5 Withdrawal from Deliberations and Decisions

Members of Senate shall resolve conflicts of interest in the best interests of the National University of Ireland.

A member of Senate should absent himself/herself when the Senate is deliberating or deciding on matters in which that member has declared a material interest and should not take part in any deliberation or decision of the Senate in relation to those matters.

Where a matter relating to the interests of the Chancellor arises, the Vice-Chancellor shall chair the meeting. In the event that the Vice-Chancellor cannot act (either by the matter relating to interests that they themselves hold or by their absence from the meeting) one of the other Pro-Vice-Chancellors present shall chair the meeting. Otherwise, the other Members attending the meeting shall choose one of the members present at the meeting to chair the meeting for the duration of deliberation on the matter. The Chancellor should absent himself/herself when the Senate is deliberating or deciding on a matter in which the Chancellor or his/her connected person has an interest.

Any documents regarding any matter in which a member of the Senate has disclosed a material interest, including the minute of the decision/discussion, should not be made available to the member concerned. As it is recognised that the interests of a member and persons connected with him/her can change at short notice, a member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Registrar at the earliest opportunity.

In circumstances where a Member is unsure as to whether a conflict of interest exists or is material, he/she should discuss the matter with the Chancellor prior to the meeting. If in doubt, he/she should declare and offer to withdraw.

7.6 Inadvertent Receipt of Senate Papers

If a member of Senate inadvertently receives Senate papers regarding issues with which the member has a conflict of interest, the Authority member will inform the Registrar, copy the Chancellor and return the papers to the Registrar.