



**UNIVERSITY COLLEGE CORK –  
NATIONAL UNIVERSITY OF IRELAND, CORK**

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**CODE OF CONDUCT  
FOR  
GOVERNING BODY MEMBERS**

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*adopted by the Governing Body with effect from 25<sup>th</sup> October 2022*

## 1. Background

University College Cork (“UCC”) has developed this Code of Conduct (“Code”) for members of the Governing Body. This Code takes account of the following:

- The Ethics of Public Office Acts 1995
- The Standards in Public Office Act 2001
- The Universities Act 1997
- The Code of Governance for Irish Universities 2019

References to legislation in this Code shall be interpreted as references to that legislation as amended from time to time.

A copy of this Code of Conduct will be circulated to all Governing Body members and it will also be made available on UCC’s website.

## 2. Scope and Applicability of this Code of Conduct

The purpose of this Code is to provide guidance to the Chairperson of Governing Body, members of the Governing Body and members of the Committees of Governing Body of UCC in performing their duties as members of the Governing Body as set down in the Universities Act 1997. Copies of the 1997 Act (as amended) have been provided to all members of the Governing Body. Where this Code refers to Governing Body members, it shall be interpreted as referring to members of Governing Body and members of its Committees.

This Code is in substitution of and supersedes any prior Codes of Conduct, Codes of Practice or similar relating to the subject matter of this Code. Any such prior Codes stand repealed.

In the event of any conflict between this Code and the Regulation on the Conduct of Governing Body Business (adopted by Governing Body with effect from 20<sup>th</sup> October 2009 and as subsequently amended), this Code shall prevail.

## 3. Objectives

The objectives of the Code are:

- To set out an agreed set of ethical principles;
- To promote and maintain confidence and trust in the Governing Body of UCC,
- To prevent the development or acceptance of unethical practices;
- To promote the highest legal, management and ethical standards in all the activities of the Governing Body;
- To promote compliance with current governance and management best practices in all the activities of the Governing Body.

## 4. General Principles

All Governing Body members are required to observe the following fundamental principles as set out in this Code of Conduct:

### 4.1 Integrity

- Members of the Governing Body are required to comply with the [UCC Conflict of Interest Policy](#) and disclose outside employment/business/ personal interests which they consider may be in conflict or in potential conflict with the business of UCC or the activities of the Governing

Body or may be perceived as such. Disclosure should be made to the Secretary and the Chair of the Governing Body as soon as the member becomes aware of any conflict or potential conflicts. In this respect, members are required to read the Agenda for Governing Body meetings as soon as possible once circulated in order to identify any potential conflict of interest prior to the circulation of meeting papers. The management of a conflict of interest may include but is not limited to withholding of certain meeting papers from a member in respect of which a conflict or potential conflict of interest arises and the member leaving the meeting, thereby taking no part in the relevant discussion, decision or action in respect of which the conflict or potential conflict arises. In such cases consideration will also be given as to whether a separate record (to which the member would not have access) of the relevant portion of the meeting should be maintained.

Declared conflicts of interest shall be recorded on a register of interests held centrally by the University and the declaration will also be aggregated with data on declared conflicts of interest as part of the University's annual report to Governing Body on conflict of interest.

- Members of the Governing Body 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. UCC will provide practical guidance and direction on areas such as gifts and entertainment and on other ethical considerations which may arise routinely for members.
- Members shall adhere to any applicable expenses guidelines of the University (as circulated to members) and any guidelines for board members of State bodies which may apply to Governing Body members. Members shall claim vouched travel and subsistence only in respect of official business and not personal travel or accommodation and must not make a claim from more than one State body for the same journey. All travel and subsistence claims must include a clearly stated business purpose.
- In accordance with paragraphs 8(1) and 8(2) of the Third Schedule of the Universities Act 1997:

A member 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 Governing Body the fact of the interest and its nature and shall take no part in any deliberation or decision of the Governing Body relating to the contract, and the disclosure shall be recorded in the minutes of the Governing Body.

A member who is related to a person who is a candidate for appointment by the Governing Body as an employee or officer of the University, shall disclose to the Governing Body the fact of the relationship and its nature and shall, if the Governing Body so decides, take no part in any deliberation or decision of the Governing Body relating to the appointment, and the disclosure and decision shall be recorded in the minutes of the Governing Body.

- Members of the Governing Body must be committed to having UCC compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services.
- Members of the Governing Body are required to avoid the use of UCCs resources or time for personal gain, for the benefit of persons/organisations unconnected with the institution or its activities or for the benefit of competitors.

In performance of their roles as Governing Body members, members of the Governing Body shall be cognisant that:

- UCC is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing policy guidelines reflect this;
- UCC is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines;
- UCC is also committed to ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector;
- UCC is committed to implementing policies and procedures which minimise the risk of and opportunity for fraud or misappropriation of assets;
- UCC is committed to instilling a culture of equality, diversity and inclusion;
- UCC 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; and
- UCC is committed not to acquire information or business secrets by improper means.

#### **4.2. Ethics in Public Office**

- In addition to complying with the requirements of UCC's own governing legislation and this Code, each member of the Governing Body shall ensure his/her compliance with relevant provisions of the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001.
- On appointment and annually thereafter, each member shall furnish to the University's nominated person a statement in writing of:
  - a) the interests of the Governing Body member;
  - b) the interests, of which the Governing Body member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner;

which could materially influence the member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Governing Body member, or the spouse or civil partner or child, a substantial benefit. For the purposes of this disclosure, "interests" has the same meaning as that contained in the Ethics in Public Office Act 1995. The statement of interests form used

for annual statements under the 1995 Act can be utilised for this purpose on an administrative basis.

- In addition to the periodic statements of interest required under the foregoing section, members are required to furnish a statement of interest at the time where an official function falls to be performed by the member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics in Public Office Act 1995 (e.g. a relative or a business associate of the Governing Body member), has a material interest in a matter to which the function relates. For the purposes of this disclosure, “material interests” has the same meaning as that contained in the Ethics in Public Office Act 1995. In such circumstances, the function must not be performed unless there are compelling reasons to do so. If a designated Governing Body member intends to perform the function, he or she must, either before doing so, or if that is not reasonably practical, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other Governing Body members and to the Standards in Public Office Commission. This obligation applies whether or not the interest has already been disclosed in a statement of registrable interests.
- If a member has a doubt as to whether an interest should be disclosed pursuant to this Code, he/she should consult with the Chairperson and/or Secretary of the Governing Body, as appropriate. Where a member is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.

### **4.3 Information**

- UCC 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.
- Members of the Governing Body are required to respect the confidentiality of sensitive information held by UCC in strict accordance with the provisions of the Confidentiality Agreement signed by members of Governing Body on their appointment. Without prejudice to the generality of the foregoing, members shall maintain as confidential, the discussions, deliberations and decisions of the Governing Body and of its Committees.

The obligations of confidentiality in the Confidentiality Agreement shall survive the cessation of the member’s membership of the Governing Body or Governing Body Committee.

- On cessation of their membership of Governing Body (for any reason), former members of the Governing Body shall not retain any documentation obtained during their term(s) of office as members and shall return all such documentation to the Secretary of the Governing Body or otherwise indicate to the Secretary that all such documentation in their possession, including information held electronically, has been disposed of in a manner acceptable to UCC.

### **4.4 Obligations**

Members of the Governing Body are required to:

- avoid any action that may bring their position or the position of UCC or its Governing Body into disrepute;

- ensure Governing Body fulfils a key role in setting the ethical tone of the University, not only by its own actions but also in setting an example for senior management and staff;
- carry out their functions ethically, with integrity, independence, honesty, good faith due diligence and proper purpose and adhere to the fiduciary duties of members as set out in section 3.1 of the Code of Governance for Irish Universities 2019;
- bring an independent judgement to bear on issues such as strategy, performance, resources, key appointments, and standards of conduct;
- use their reasonable endeavours to attend all Governing Body meetings<sup>1</sup>;
- allocate adequate time to read meeting papers in advance of meetings and ensure the member stays apprised of the University’s strategic priorities and principal activities;
- conform to the highest standards of business ethics;
- not purport to act as spokespersons for the Governing Body or its Committees in any form, unless specifically requested by the Governing Body or relevant Committee to do so;
- participate actively and work co-operatively with fellow members in discharging their responsibilities as members;
- not improperly influence other members;
- conduct themselves in a fair manner with other members, staff, students and other stakeholder whom they may encounter in performance of their role as a member of Governing Body;
- be aware of and adhere to the provisions of key documents regulating the activities of the Governing Body, including but not limited to Universities Act 1997, the Principal Statute of UCC, the Code of Governance for Irish Universities 2019, this Code of Conduct and any Regulations governing the conduct of Governing Body business or that of its Committees;
- 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; and
- ensure the University prioritises the health and safety of employees, students, contractors and visitors to the campus or elsewhere on UCC activities;

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<sup>1</sup> Paragraph 3(3) of the Third Schedule of the Universities Act 1997 provides that “*a member who is absent from all meetings of the Governing Body for a period of six consecutive months, unless the absence was due to illness or was approved by the Governing Body, shall at the expiration of that period cease to be a member of the Governing Body.*”

Any staff member who is a member of Governing Body and is appointed to a senior management position in the University shall resign from the Governing Body on taking up such appointment.

#### **4.5 Loyalty**

Members of the Governing Body of UCC acknowledge the responsibility to be loyal to UCC and to be fully committed to all its activities, with due respect to the tenets of academic freedom, while mindful that UCC itself must at all times take into account the interests of its students and providers of funding to the University including the State.

#### **4.6 Consultancy**

Prior to the provision of any consultancy services to the University, members and former members shall disclose such proposed provision of consultancy services to the Secretary of the Governing Body in order for the University to assess appropriate arrangements in respect of confidentiality, conflict of interest management, arm's length transactions and other matters.

#### **4.7 Queries**

The Secretary of Governing Body shall advise any member, upon his/her request, on any question pertaining to the application of this Code on Conduct.

#### **4.8 Review of this Code**

This Code shall be reviewed periodically (and in any event, at least once in the term of office of the Governing Body) in order to take account of any legislative developments and any new or replacement provisions of the Code of Governance for Irish Universities 2019.