

# TU Dublin SU CLG Directors Code of Conduct

## 1. Introduction

**1.1** This Code of Conduct (“Code”) sets out, in written form, the standards of conduct, ethics, and integrity to which the members of the TU Dublin Students’ Union CLG (“TUDSU”) have agreed to adhere in the performance of their duties. The Code incorporates the principles and standards of behaviour generally expected of Board members and senior executives. In order to fulfil its functions it is essential that each Board member strives to perform his / her duties in accordance with the highest ethical standards. This Code of Conduct has been adopted by the Board to promote and encourage these standards.

**1.2** This Code sets out the ethical standards that students, members of the public, those engaged by the Board to assist in carrying out its functions, other Board members and staff can expect of individual Board members. Adherence to this Code safeguards the reputation of the TU Dublin SU and promotes and maintains public and stakeholder confidence in the manner in which the Board discharges its functions.

**1.3** Each Board member is expected to comply with the letter and spirit of this Code and to abide by the values upon which it is based. It is not feasible to have a code of conduct that will specifically provide for all situations that may arise. As a result, all members of the Board of TU Dublin SU CLG have a responsibility to ensure that all of their activities, whether covered by this Code or not, are governed by acceptable moral and ethical principles. Therefore, the manner in which members of the Board of the TU Dublin SU CLG conduct themselves is largely a matter of personal integrity and self-discipline.

**1.4** The Code will apply to members of the Board in respect of their duties as members of the Board or as members of any of its Board Committees or working groups. A member of the Board, following their appointment to the Board, shall be expected to read this Code and sign an acknowledgement verifying that he / she agrees to adhere to it and to act at all times in accordance with its terms.

**1.5** The objectives of this Code of Conduct are to:

1.5.1 clearly set out the ethical principles in accordance with which the Board will carry out its functions

1.5.2 demonstrate an on-going commitment by the Board to the highest standards of ethical behaviour

1.5.3 promote stakeholder and public confidence and trust in the Board

1.5.4 prevent the development or acceptance of unethical practices

1.5.5 provide guidance to Board members in certain situations that may arise

**1.6** The Board is committed to on-going monitoring and review of the operation of this Code. The Code will be reviewed as and when any deficiencies are identified and in any event every five years.

**1.7** The Code should not be read in isolation and should be read in conjunction with specific policies of the Board in relation to areas such as IT, Health and Safety, Data Protection, the code of conduct for employees etc.

**1.8** The Code is additional to and does not in any way restrict the legal obligations placed on Board members. For example, members of the Board are also subject to the requirements of the Companies Act 2014.

**1.9** Support and training will be given to Board members where necessary to ensure that the principles in this Code are adhered to.

## **2. Integrity**

**2.1** Board members must not use their position for personal gain. Any member who has, or may be perceived to have (for example through a connected person), a pecuniary or beneficial interest in, or material to, a particular matter under consideration shall declare that interest, withdraw from the particular Board meeting while the matter is being discussed, take no part in any vote in relation to the matter and not seek to influence any person / other Board member / member of staff in relation to matter. If a Board member becomes aware that an item coming up for discussion at a future Board meeting may present a conflict of interest for them, they should declare this in advance to the meeting Secretary so as not to receive documentation associated with the item.

**2.2** Board members shall not use TU Dublin SU CLG staff, materials, technology, or other resources for personal gain or for the benefit of other persons or organisations.

**2.3** No Board member or person connected with a Board member may give or accept gifts, benefits, sponsorship, hospitality or preferential treatment which might affect or appear to affect the ability of the Board member to exercise independent judgement in relation to the Board's functions or activities.

**2.4** Board members will claim expenses only as appropriate to business needs and in accordance with good practice.

**2.5** Board members shall ensure that there are proper controls in place to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming expenses for business travel.

**2.6** The Board is committed to ensuring that TU Dublin SU CLG's financial accounts and management reports accurately reflect business performance and are not misleading or designed to be misleading. All Board members and employees are required to co-operate with internal audit in the internal audit process (if applicable).

**2.7** The Board will ensure that purchasing of goods / services is conducted in accordance with best practice and in compliance with all relevant regulations.

**2.8** The Board shall ensure that there is compliance with tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure. The Board commits to compete vigorously and energetically but also ethically and honestly.

**2.9** Board members will not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in property, shares or otherwise.

### **3. Attending to the Business of the Board**

**3.1** It is vital that sufficient time and attention be devoted by Board members to the business of TU Dublin SU CLG to facilitate its effective and efficient operation. Consequentially, it is expected that Board members shall normally:

**3.1.1** Read and familiarise him / herself with all paperwork submitted to him / her in advance of any meeting of the Board.

**3.1.2** Make all reasonable efforts to attend all Board meetings as convened. Board members are expected to attend all (100% attendance) Board meetings.

**3.1.3** Where a Board member fails to attend three consecutive Board meetings without a valid reason, they will be contacted by the Chairperson concerning the non-attendance at Board meetings. Where the attendance of the Board member does not improve their membership of the Board may be terminated in line with Section 11.1 of this Code and Sections 44 and 45 of the TU Dublin SU CLG Constitution.

**3.1.4** Punctually attend meetings and normally remain present until their conclusion.

**3.1.5** Contribute actively to the business of the meeting and any debates taking place.

**3.1.6** Share responsibility for Board decisions.

**3.1.7** Make objective decisions based on the information before them.

**3.1.8** Participate in Board activities diligently, honestly and courteously at all times.

**3.1.9** Ensure the Board conducts its business fairly and in accordance with natural justice.

**3.1.10** Behave with courtesy and respect towards fellow Board members, the CEO and employees of TU Dublin SU CLG, and have regard for their safety, health and welfare.

**3.1.11** Respect the authority of the Chairperson and abide by the Standing Orders for the conduct of meetings and/or the rulings of the Chairperson.

**3.1.12** Not engage employees of the TU Dublin SU CLG to undertake any business or work on behalf of the Board personally but to engage them, having first consulted with the CEO, only in or about the business of TU Dublin SU.

**3.1.13** Not engage in conduct, which in the reasonable opinion of the Board, would bring TU Dublin SU CLG into disrepute with students and members of the public.

**3.1.14** Comply with relevant policy and guidelines issued by all relevant regulatory and statutory obligations

#### **4. Loyalty and Collective Responsibility of Board Members**

**4.1** In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Board as a body are properly represented outside of TU Dublin SU CLG by individual Board members.

**4.2** Board members acknowledge their responsibility to be loyal to TU Dublin SU CLG and fully committed in all its business activities.

**4.3** Board members have a fiduciary responsibility to TU Dublin SU CLG and must at all times act in the organisation's best interests. Board members must always act impartially and take decisions in the best interest of TU Dublin SU CLG without regard to the interests of external organisations with which they may be affiliated.

**4.4** Board members are expected to support the work of the Chairperson, CEO and all staff in protecting TU Dublin SU CLG's brand and reputation. To this end, Board members should refrain from comment, critical or otherwise in public on the activities or decisions of the Board.

**4.5** The Board accepts that individual Board members may have opinions on particular matters that differ from the collective opinion of the Board and that these Members are entitled to have their contrary opinions recorded in the Minutes of Board meetings.

**4.6** Notwithstanding this, all members are expected to abide by the decisions of the Board and not to publicly (in relation to the affairs of TU Dublin SU CLG) adopt, promote or engage in a position, a view or a course of conduct which is contrary to that of the Board as articulated in such decisions.

#### **5. Conflicts of Interest**

**5.1** The activities of the Board must be conducted in an objective manner and be seen to be so conducted. A conflict of interest may arise where a board member's relationships, interests (including business, professional and/ or employment interests) influences or might be perceived as influencing their decision in relation to a matter or is in conflict with the objectives and activities of the TU Dublin SU CLG.

**5.2** Board members will disclose outside interests (whether personal, financial, employment, business or voluntary) that may appear to be, or actually be, in conflict with the business of TU Dublin SU CLG.

**5.3** Documentation in any case in which a Board member has declared a conflict shall not be made available to the member concerned prior to a decision of the Board being taken.

**5.4** As it is recognised that the interests of a Board member and persons connected with them can change at short notice, a member is expected, in cases where they receive documents in a matter in which they may have a conflict of interest, not to read more of them than may have been inadvertently read, and to return the documents to the Chair/Secretary at the earliest opportunity.

**5.5** Any correspondence received by a Board member via direct customer or stakeholder contact, whether feedback, complaints or otherwise should be forwarded to the Chief Executive. The Board member may reply to the customer/stakeholder to advise that the correspondence has been forwarded. The CEO will keep the Board member informed of how the correspondence has been dealt with.

## **6. Information and Confidentiality**

**6.1** Board members will support the provision of access by TU Dublin SU CLG to general information relating to TU Dublin SU activities in a way that is open and that enhances its accountability to the stakeholders.

**6.2** Board members should treat as confidential all information obtained through their roles with the Board.

**6.3** Board members, by the nature of their work, are privy to information which may be unproven, sensitive and controversial, or of commercial value or interest. Board members shall not disclose to a third party who has no direct association with the Board any information or material obtained by him / her while performing or as a result of having performed any activities for or on behalf of the Board. This prohibition does not apply to information which is demonstrably already in the public domain or in the possession of the member before his / her appointment onto the Board. Information coming within the meaning of this paragraph includes but is not limited to:

6.3.1 Commercially sensitive information such as information on contracts or tenders submitted to TU Dublin SU CLG

6.3.2 Personal information or any information which falls under data protection legislation or regulations

6.3.3 Information provided in confidence to TU Dublin SU CLG

6.3.4 Papers provided for Board meetings

6.3.5 Research which is not yet published

6.3.6 Information in relation to customers/stakeholders of TU Dublin SU CLG

6.3.7 Legal advice obtained by TU Dublin SU CLG

6.3.8 HR related information including staff related matter

**6.4** Media engagement and managing media relationships is only undertaken at TU Dublin SU by the Chief Executive Officer, and others designated so to do from time to time by the Chief Executive Officer. Board members should not engage with the media about the work of TU Dublin SU except with the prior approval of the Chairperson. Should any direct or indirect contact be made by a member of the media to a Board member that person should be referred by the Board member to the Chief Executive Officer.

To that end:

6.4.1 Board members will decline all requests for media engagement (interviews, queries, comment etc.) in their capacity as a TU Dublin SU CLG Board member and will refer such requests to the Chief Executive Officer.

6.4.2 Where a Board member has a media engagement unrelated to their capacity as a Board member, they should ensure that their contribution is unrelated to TU Dublin SU CLG Board membership and should take steps if necessary to ensure that the audience/reader is aware that the Board member is communicating in a personal or professional capacity unrelated to the work of TU Dublin SU CLG

**6.5** In the online social media space, board members are encouraged to share TU Dublin SU posts but not to provide comment.

To that end

6.5.1 Where you come across negative posts about TU Dublin SU, Board members should not respond.

6.5.2 Board members should not engage in a discussion on the merits of anything that relates to the work of TU Dublin SU CLG, its staff members or your position as a member of the TU Dublin SU CLG Board or offer opinions on TU Dublin SU CLG policies or activities. Statements on personal social media accounts may be mistakenly regarded by readers as official views of TU Dublin SU CLG.

6.5.3 Where you choose to identify yourself as a TU Dublin SU CLG Board member on social media profiles or in your commentary on personal topics within social media sites, it is important to be aware of the nature of your comments and their potential consequences.

6.5.4 Board members must not improperly disclose, during or following the expiry of their term, information gained in the course of their term on the board.

**6.6** On the conclusion of their terms Board members will return to TU Dublin SU CLG all electronic devices, manuals, letters, notes, notebooks, reports and other material of a confidential nature.

**6.7** Board members shall not, other than with the consent of the Board, disclose confidential information, save as otherwise provided by law.

**6.8** Board members will ensure that TU Dublin SU CLG complies with relevant statutory provisions relating to access to information (e.g. Data Protection and Freedom of Information legislation).

**6.9** No Board member will report separately and independently on the detail of proceedings of any meeting of the Board to any third party or in the public domain.

**6.10** Board members shall not make any copy, abstract, summary or précis of the whole or any part of any document belonging to the Board except where expressly authorised to do so in the proper performance of the member's duties.

**6.11** Board members will not publish any letters, articles, notes or memoranda either in written or electronic form purporting to represent the Board unless the member has obtained the prior written permission of the Board.

**6.12** With the exception of the Chairperson, Board members will not take up speaking engagements (whether paid or unpaid) in their capacity as a TU Dublin SU CLG Board member. Where a Board member has a speaking engagement unrelated to their membership of the Board, they should ensure that their contribution is unrelated to TU Dublin SU CLG Board membership.

**6.13** The provisions regarding confidentiality and disclosure also apply after the Board member's term of office has expired.

**6.14** The Board shall, in any circumstances of doubt or dispute, be the final arbiter in relation to the confidentiality of a matter and whether it can or should be disclosed and in particular whether it has been improperly disclosed.

## **7. Procedure for obtaining professional advice**

**7.1** Board members may, in the furtherance of their duties, take independent professional advice (including legal advice if necessary) at the reasonable expense of TU Dublin SU CLG.

**7.2** If a Board member decides to seek independent professional advice through TU Dublin SU CLG, they shall put their request in writing to the Chairperson of the Board or the Chairperson of the Finance, Audit and Risk Committee of TU Dublin SU CLG and indicate why it is necessary for the furtherance of their duties as a Board Member of TU Dublin SU CLG.

**7.3** The Chairperson of the Board and the Chairperson of the Finance, Audit and Risk Committee shall obtain an estimate of costs and determine whether or not to grant approval for the procurement of the advice.

**7.4** If the person seeking the advice is the Chairperson or the Chairperson of the Finance Audit and Risk Committee then their deputy should be involved in this decision instead of them.

**7.5** The advice supplied to the Board member shall be provided to all members of the Board. In the event that a request for advice is declined, this decision shall be notified to the full Board.

## **8. Fairness**

**8.1** Board members are expected at all times to be committed to fairness and respect in carrying out the Board's regulatory and business dealings, in their dealings with each other, with staff, with those engaged to assist in its work and with individuals whose cases the Board must consider.

**8.2** Board members will treat all parties with courtesy and respect and must not advocate or act on behalf of any person involved in proceedings or disputes being considered by the Board.

## **9. Working Environment**

**9.1** Board members are expected to place the highest priority on promoting and preserving the health and safety of employees.

**9.2** The Board supports the implementation of protected disclosure procedures in accordance with the requirements of the Protected Disclosures Act 2014. The Board will ensure that written information in relation to those procedures is provided to staff employed by TU Dublin SU CLG.

**9.3** The Board is committed to maintaining a working environment that is free from discrimination or harassment and to providing a safe working environment for its staff.

**9.4** Board members will not interfere with the lawful discharge by staff of their duties.

**9.5** Board members will comply with all employment and equality legislation.

**9.6** The Board recognises the right of Board members and employees to be treated with dignity and respect and is committed to ensuring that the Board provides a safe environment which is free from all forms of bullying, sexual harassment and harassment.

## **10. Diversity and Inclusion**

**10.1** The Board is committed to creating and maintaining a diverse and inclusive board., in particular, the Board will strive to promote gender equality in its composition.

**10.2** The Board members all commit to promoting equality, dignity and respect and are as a collective committed to fostering an inclusive and collaborative working environment where Board members can fully participate in decision-making processes, treat each other

with respect and maintain a working environment that ensures all members can equally and fully contribute.

10.3 The Board members commit to demonstrating that they uphold the values that demonstrate dignity and respect for diversity in its many forms: disability, marital status, family status, race, ability, class, religion, age, gender identity, sexual orientation, membership of the Traveller community and experience

## **11. Responsibility of the Board**

**11.1** Circulate the Code of Conduct to all Board members for their retention.

**11.2** Ensure all Board members acknowledge the receipt and understanding of same.

## **12. Incapacity, Attendance and Engagement**

**12.1** A Board member who, without reasonable cause, fails to attend three or more consecutive Board meetings shall, due to the level of non-engagement and in consideration of the appropriateness from the stakeholder's perspective of their continued service on the Board, resign from the Board.

## **13. Breaches of the Code**

**13.1** Where any Board member becomes aware of any event, circumstance or conduct which might constitute a breach of this Code of Conduct they are required to bring this to the attention of the Chairperson. Failure to do so may itself constitute a breach of this Code of Conduct.

**13.2** The question as to whether a Board member has acted in breach of the Code shall be determined by the Chairperson of TU Dublin SU CLG. Where the member wishes to appeal the determination or a failure by the Chairperson to determine the matter, it shall be referred to the Board for determination, who shall decide the matter by means of a vote if necessary.

**13.3** Where it has been determined by the Chairperson and/or the Board of TU Dublin SU CLG that a Board member has breached this Code of Conduct, all Board members in signing this Code of Conduct accept that they must accede to whatever corrective action is determined by the Chairperson/Board, failure to do so, may result in removal from the Board. Likewise, in signing this Code of Conduct all Board members accept that where the Chairperson/Board deem it necessary, they may request the resignation of the Board member and if necessary may institute proceedings in accordance with Sections 44 and 45 of the TU Dublin SU CLG Constitution for the immediate removal of the Board member from the Board.

**This Code was approved by the Board on 17<sup>th</sup> December of 2021.**

**I acknowledge receipt and understanding of this Code of Conduct.**

**Signed: (Board Member)**

**Date:** \_\_\_\_\_