



Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath

The University of Dublin

Code of Conduct for Members of the Board and Principal Committees of Board

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1. Intent and Scope

- 1.1. All members of the Board and its Principal Committees and its sub-committees, whether elected or nominated, serve under terms and conditions established in the Universities Act 1997 and updated by subsequent legislation, including the Higher Education Authority Act 2022. The Code of Conduct takes account of the implications of the Ethics of Public Offices Act 1995 and Standards in Public Office Act 2001.
- 1.2. The Code of Conduct applies to all members of the Board, Principal Committees and associated sub-committees. The Code will also extend to those individuals who are regularly in attendance at Board meetings.
- 1.3. This Code is intended to ensure that Board Members, members of Principal Committees and sub-committees are aware of, and accept, the responsibilities associated with membership and follow high standards of ethical and professional conduct.
- 1.4. Nothing in this Code shall impede or constrain a Board Member in performing his/her duties/functions as prescribed in the Statutes or in the Universities Act 1997 as amended by the Higher Education Authority Act, 2022.

2. Objectives

- 2.1. The objectives of the Code of Conduct are:
 - i. To set out an agreed set of ethical principles;
 - ii. To promote and maintain confidence and trust in the Board and employees of the University;
 - iii. To prevent the development or acceptance of unethical practices;
 - iv. To promote the highest legal, management and ethical standards in all the activities of the University; and
 - v. To promote compliance with best current governance and management practices in all the activities of the University.

3. Functions of the Board

- 3.1. The functions of the Board, as defined in Section 18 of the Universities Act 1997, as amended by the Higher Education Authority Act, 2022, shall be carried out by Board Members with integrity, independence, honesty, good faith and proper purpose and in the best interests of the University.

4. Due skills and care

- 4.1. Board Members shall act responsibly and fairly with the due care, skill, diligence, loyalty and prudence of a reasonable individual. Board Members shall have a primary duty of care to the Board which shall take precedence over all other University interests or duties.

- 4.2. All Board Members have a fiduciary duty to the University in the first instance (i.e. the duty to act in good faith and in the best interests of the University). The principle fiduciary duties include:
- i. to act in good faith in what the Board Member considers to be the interest of the University;
 - ii. to act honestly and responsibly in relation to the conduct of the affairs of the University;
 - iii. to act in accordance with the University's Act 1997, as amended, and exercise his or her powers only for the purposes allowed by law;
 - iv. not to benefit from or use the University's property, information or opportunities for his or her own or anyone else's benefit, unless the University Statutes permit it, or a resolution is passed in a general meeting;
 - v. not to agree to restrict the Board Member's power to exercise an independent judgement;
 - vi. to avoid any conflict between the Board Member's duties to the University and the Board Member's other interests unless the Board Member is released from their duty to the University in relation to the matter concerned;
 - vii. 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 Board Member. A Board Member may be held liable for any loss resulting from their negligent behaviour; and
 - viii. to have regard to interests of the University's members.

5. Conduct as Board Members

- 5.1. Board Members shall treat each other, and University staff and students, with professionalism, courtesy and respect.
- 5.2. Board Members shall not improperly influence other Board members.
- 5.3. The Universities Act (1997) Third Schedule, Paragraph 8 (3) states: "A member of a governing authority of a 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 governing authority the views of those by whom he or she has been elected or to restrict the freedom of expression of that member".
- 5.4. Board Members are collective responsibility for all decisions of the Board and must avoid representing to anybody or individual their own or any other member's dissent from any decision.
- 5.5. The Chairperson is the spokesperson for the Board. Board Members shall not act as spokespersons for the Board, in either public or private fora, unless specifically requested by the Board to do so.

- 5.6. Board Members shall participate actively and work co-operatively with other Board Members in discharging their responsibilities as Board Members.

6. Confidentiality/Use of Information

- 6.1. Trinity College Dublin 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. However, in the course of their duties, Board Members will have access, in written form and in the course of deliberations, to sensitive information such as personal information, information received in confidence by the University and commercially sensitive information. All discussions, decisions and material of the Board are deemed to be confidential unless the Chairperson decides otherwise.
- 6.2. Board Members shall respect the confidentiality of Board information and:
- i. ensure that appropriate care is taken to guarantee the security of sensitive Board and other documents, whether in paper or in electronic form;
 - ii. respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations and decisions of the Board;
 - iii. ensure that confidential records are subject to appropriate access safeguards;
 - iv. observe any restrictions agreed by the Board on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements); and
 - v. respect the privacy of individuals.
- 6.3. The obligations of Board Members regarding the non-disclosure of private and confidential information do not cease when membership of the Board ends.
- 6.4. The Board shall develop, in line with legislation, a process through which Board Members providing information internally, or to external agencies, in good faith, and in the interests of the integrity of the Board overall, shall be protected.
- 6.5. Former members of the Board should not retain documentation obtained during their terms of office as members and should return such documentation to the Secretary of the University or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board Members require access to papers from the time of their term on the Board, this can be facilitated by the Secretary to the University.

7. Duty to be adequately informed

- 7.1. Board Members shall develop and maintain a clear understanding of the functions of the Board and of the Statutes (where that Statute is not superseded by legislation);
- 7.2. Board Members shall familiarise themselves with the contents of the Universities Act, the HEA Act 2022 and the Statutes;
- 7.3. Board Members shall develop and maintain a clear understanding of the role of any Board Committee on which they serve;
- 7.4. Board Members shall prepare 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 Board;
- 7.5. Board Members shall seek clarification and take advice in respect of matters outside the member's expertise, in accordance with such procedures as may be agreed by the Board for this purpose from time to time; and
- 7.6. Board Members will engage with opportunities for professional development to enhance their effectiveness and contribution to the Board's work.

8. General Principles

8.1. Integrity and Conflict of Interest

- i. Board Members should:
 - a. Comply with all Board requirements with regard to disclosure and conflicts of interest (see Appendix 1 Disclosure of Interests by Board Members);
 - b. Not use their position as a member for personal profit, gain or advantage;
 - c. 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 to act in a particular way or deviate from the performance of his/her duty;
 - d. Not assist any person or any organisation in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organisation by the University;
 - e. Not use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University;
 - f. After ceasing to be a member, not make use of any information obtained in their capacity as a member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any member.

- ii. Members of the Board are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the University, or may be perceived as such - see Appendix 1 for procedures developed by the Board.
- iii. The Board will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of the University. See Consultancy and Outside Earnings Policy
https://www.tcd.ie/media/tcd/about/policies/pdfs/Consultancy_Policy_2019_Final.pdf.
- iv. Members of the Board 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. The University Ethics Policy is available at: <https://www.tcd.ie/media/tcd/about/policies/pdfs/ethics-policy-May24.pdf>.
- v. Members of the Board must be committed to having the University compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services.
- vi. The University 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.
- vii. The University is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines.
- viii. The University 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.
- ix. The University 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.
- x. Members of the Board and employees are required to avoid the use of the University's 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, and

- xi. The University is committed not to acquire information or business secrets by improper means.

8.2. **Information**

- i. The University 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.
- ii. Members of the Board are required to respect the confidentiality of sensitive information held by the University. This would constitute material such as:
 - a. personal information;
 - b. information received in confidence by the University;
 - c. any commercially sensitive information or other information sensitive to the reputation of the University including future plans or details of major organisational or structural changes. These obligations do not cease when membership of the Board or employment in the institution concerned has ended.
- iii. The University will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- iv. The University will comply with all relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act, 1997).

8.3. **Obligations**

- i. The University will fulfil all regulatory and statutory obligations.
- ii. The University will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- iii. The University has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure.
- iv. Members are required to use their reasonable endeavours to attend all Board meetings.
- v. 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 Board of the University 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 Board will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

- vi. The Board of the College acknowledges the duty of all to conform to the highest standards of business ethics.

8.4. Loyalty

- i. The Board of the College acknowledges the responsibility to be loyal to the University and to be fully committed to all its activities, with due respect to the tenets of academic freedom, while mindful that the University itself must at all times take into account the interests of its students and providers of funds including taxpayers.

8.5. Fairness

- i. The University is committed to complying with employment equality and equal status legislation.
- ii. The University is committed to fairness in all business dealings.
- iii. The University values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equally.

8.6. Work/External Environment

- i. The Board of the College places the highest priority on promoting and preserving the health and safety of its employees and students.
- ii. The University will ensure that community concerns are fully considered in its activities and operations.
- iii. The University will minimise any detrimental impact of its operations on the environment.

9. Dissemination

- 9.1. The University will ensure that all members of the Board and employees receive a copy of the Code and understand its contents.
- 9.2. The University will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

10. Breaches of the Code of Conduct

- 10.1. Any complaint or allegation that a Board Member is in breach of the Code shall be referred in writing to the Secretary to the College and signed by the person who is bringing the matter to the attention of the Board. On receipt of such a complaint, the Secretary to the College, in consultation with the Chairperson shall investigate whether there is a *prima facie* case which should be addressed, during which process the person against whom an allegation has been made should be informed and given a right of reply. Where a complaint or allegation involves the Chairperson, the Secretary to

the College, in consultation with the Deputy Chairperson shall investigate whether there is a *prima facie* case which should be addressed, during which process the Chairperson should be informed and given a right of reply.

- 10.2. In the event that the Secretary to the University and the Chairperson of the Board are satisfied that there is an issue which requires investigation, the Board shall appoint a sub-committee comprising members of the Board to carry-out an investigation and to make recommendations to Board. Board Members so appointed shall not participate in any subsequent Board discussions and/or decisions on this matter. The subject of the complaint should be given a right of reply.
- 10.3. This investigation shall normally be completed within 4 weeks from the appointment of the sub-committee by the Board.
- 10.4. Where an investigation finds that a Board Member has breached the Code of Conduct there are a range of recommendations that the sub-committee can make to the Board, these are:
 - i. Provision of a written warning by resolution of the Board;
 - ii. Suspension as a member of the Board for a prescribed period of time by resolution of the Board; or
 - iii. Pursuant to Paragraph 3(1) of the Third Schedule of the Universities Act of 1997, a member of the Board may, for good and valid reason, be removed from office as a Board Member by resolution of the Board.

11. Removal, Resignation, Absence and conditions of membership

- 11.1. Pursuant to Paragraph 3(2) of the Third Schedule of the Universities Act of 1997, a member of a governing authority may, at any time, resign from office as a member by letter addressed to the Chairperson and the resignation shall take effect on the date on which the letter is received.
- 11.2. Pursuant to Paragraph 3(1) of the Third Schedule of the Universities Act of 1997, a member of the Board may, for good and valid reason, be removed from office as a Board Member by resolution of the Board.
- 11.3. Pursuant to Paragraph 3(3) of the Third Schedule of the Universities Act of 1997, a Board Member who is absent from all meetings of the Board for a period of six consecutive months, unless the absence was due to illness or was approved by the Board, shall at the expiration of that period cease to be a Board Member.
- 11.4. See Section 7 of the Third Schedule of the 1997 Act for Other Membership Conditions
<https://www.irishstatutebook.ie/eli/1997/act/24/schedule/3/enacted/en/>.

12. Document Control

Approved by: Board

Date Code of Conduct approved: 16 June 2021

Date of Revised Code of Conduct approved: 4 December 2024

Date of next review: 2027/28

Officer responsible for review: Deputy Secretary to the College

ENDS

Appendix 1

Disclosure of Interests by Board Members

1. Periodic Disclosure of Interests:

- 1.1. On appointment and annually thereafter, each member of the Board should furnish to the Secretary of the Board or other nominated person a statement in writing of:
 - i. the interests of the Board Member
 - ii. the interests, of which the Board 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 Board 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 Board Member, or the spouse or civil partner or child, a substantial benefit.
- 1.2. For the purposes of this disclosure, interests has the same meaning as that contained in the Ethics in Public Office Act 1995. Where the Board Member is also a designated director for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Code.
- 1.3. **Disclosure of interest relevant to a matter which arises:** In addition to the periodic statements of interest required under (i) above, members of the Board are required to furnish a statement of interest at the time where an official function falls to be performed by the Board Member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, 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.
- 1.4. **Doubt:** If a Board 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 to the College, as appropriate, and/or the person in the University nominated to deal with such queries.
- 1.5. **Confidential Register:** Details of interests disclosed under this Code should be kept by the Secretary to the College in a special confidential register. Access to the register should be restricted to the Chairperson and Secretary to the College, and to other members of the University on a strictly need to know basis.

- 1.6. **Chairperson's Interests:** Where a matter relating to the interests of the Chairperson arises, the Deputy Chairperson will chair the meeting. Where the Chairperson has given apologies for the meeting, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.
- 1.7. **Documents withheld:** Board or University documents on any deliberations regarding any matter in which a member of the Board has disclosed a material interest should not be made available to the Board Member concerned.
- 1.8. **Early return of documents:** As it is recognised that the interests of a Board Member and persons connected with him/her can change at short notice, a Board 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 Secretary of the Board at the earliest opportunity.
- 1.9. **Absent:** A member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) has declared a material interest and should not take part in any deliberation or decision of the Board in relation to those matters. In such cases consideration should be given as to whether a separate record (to which the member would not have access) should be maintained.
- 1.10. **Uncertainty:** Where a question arises as to whether or not an interest declared by a Board Member is a material interest, the Chairperson, and/or Secretary to the College as appropriate, should determine the question as to whether the provisions of this procedure apply. Where a Board Member is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts 1995 and 2001, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.