Nottingham Trent University

OCTOBER 2026

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS AND ITS SUPPORTING COMMITTEES

1. Introduction

This Code of Conduct sets out principles which should govern the conduct of members of the University's Board of Governors and its supporting committees.

The Code is underpinned by the obligation to act in accordance with the Seven Principles of Public Life promoted by the Committee on Standards in Public Life (the Nolan Committee). Those principles are Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, and Leadership. In October 1995, the Board of Governors formally endorsed and subscribed to those principles.

The Board of Governors has also adopted formally the Higher Education Code of Governance published by the Committee of University Chairs (CUC), and complies with the Office for Students Public Interest Governance Principles.

2. General Conduct

(Note: In this Code, the word "member" refers to a person serving on the University's Board of Governors or one of its supporting committees.)

Within the context of the commitment to the Nolan principles, members must:

- act in good faith and in the best interests of the University;
- demonstrate a set of behaviours which indicate mutual respect, trust and challenge between the Board of Governors and the Executive team;
- act in accordance with accepted principles of financial accountability;
- in dealing with matters of University finance and public funds, conduct themselves in accordance with the highest standards of propriety and in accordance with the University's policies on Gifts and Hospitality and Conflicts of Interest (both of which apply to members);
- not conduct themselves in a way which will bring the Board of Governors of the University into disrepute, provided that nothing in this provision shall prevent members from expressing lawful views or exercising their right to freedom of speech; and
- not use information obtained through their membership of the Board of Governors or its committees for personal gain or to unfairly benefit others.

The University's Board of Governors has an obligation to ensure that its members, and those serving on its committees, are able and fit to discharge their duties and responsibilities. All members are asked to provide a declaration confirming this upon appointment and to re-confirm within the annual review of the register of interests.

In the unlikely event that a member breaches the regulations under which the University's corporate governance operates, or breaches this Code, or is otherwise deemed by the Board of Governors to be unable or unfit to discharge the functions of a member, the Board has the power to terminate that person's membership. Such a decision would be upon the recommendation of the Membership and Nominations Committee.

3. Independence and Impartiality

At meetings of the Board of Governors and its committees, and when otherwise acting formally for or representing the University, members must act in the best interests of the University and must not lobby, canvas, represent or carry a mandate for any other organisations or interests.

4. Collective Decision-Making

The Board of Governors and its committees operate as independent accountable bodies, with all members contributing to constructive, rigorous challenge in decision-making. All members must share collective responsibility for decisions taken and demonstrate active commitment to working together.

5. Register of Interests

Persons having responsibility for decision-making in a public body, particularly on matters which have financial implications, are expected to avoid conflict of interest between their personal activities and their actions as members of that public body.

In keeping with accepted good practice and to demonstrate the Board of Governors' commitment to openness and impartiality in its decision-making, a Register of Interests is maintained for all Governors, Committee members and senior colleagues.

The register records financial and other relevant material interests of the individuals concerned (and those of their immediate family members). Interests which members are required to disclose include, but are not limited to:

- Paid employment;
- Self employment;
- Directorships of commercial companies;
- Significant shareholdings;
- Professional and business partnerships;
- Consultancies;
- Elected office;
- Trusteeships or managerial roles in charities or other voluntary bodies;
- Public appointments; and
- Provision of goods and services to the University.

It is not intended or expected that personal, political or religious affiliations should be declared.

It is not expected that any members would undertake consultancy work for the University.

The register is maintained by the University's Governance Services team, and is published annually on the University's website. It is updated and reviewed on an annual basis, but members should report any material changes of interest as they occur.

6. Conflicts of Interest

It is central to the proper conduct of public business that members should act and be perceived to act impartially in their role as governors or committee members, and not be influenced in that role by personal or business relationships. Members must not use their official position with NTU to further their own private interests or those of others. Further information and guidance is available in the University's Conflicts of Interest policy.

7. Declarations of Interest in Meetings

Any member who has a pecuniary, family or other personal interest in any matter to be considered at any meeting of the Board of Governors or one of its committees at which he/she is present must declare that interest to the meeting prior to any discussion, and must distance themselves from any consideration and decision on the matter. Such a declaration must make clear the nature of the interest (including whether it constitutes a direct or indirect financial interest) and will be recorded in the minutes of the meeting.

Where such an interest constitutes a direct or indirect financial interest, the member involved should not speak, participate in or otherwise seek to influence any decision taken by the Board or committee in relation to the matter under discussion, and should withdraw from that part of the meeting.

If the interest is not financial but is substantial in some other context, and might reasonably be expected to materially influence the member's views or actions, he/she should not speak, participate in or otherwise seek to influence any decision taken on that matter by the Board or the committee, and should withdraw during the discussions and decisions relating to the matter if requested to do so by the Chair.

There is no requirement for a member who is also an employee of the University, or who has student status at the University, to formally declare that employment or student status at meetings of the Board or committees.

8. Gifts and Hospitality

In general terms, attendance at formal social functions and taking meals and refreshments when representing the University are seen as normal practice.

However, the giving or receiving of inappropriate gifts or the provision of or acceptance of excessive hospitality could damage the University's reputation and may put individuals and the institution at risk of prosecution.

As representatives of the University, members should not seek or accept gifts, hospitality or personal benefits of any kind from a third party which might reasonably be perceived as likely to compromise the members' professional judgement or integrity or otherwise cause them to act improperly in their role as a member.

Similarly, members should avoid making offers of gifts or hospitality which might be perceived as being intended to influence the recipient to act improperly, and thus expose themselves (and the University) to the risk of prosecution under the Bribery Act 2010.

Further guidance is available in the University's Gift and Hospitality policy. If in doubt as to the advisability of giving or accepting a particular gift or offer of hospitality, members should consult with the University Secretary and Clerk to the Board of Governors, as appropriate.

9. Development Opportunities

Newly-appointed members are provided with an appropriate induction process, and ongoing opportunities to develop their knowledge and expertise. These opportunities come in various forms, from information updates to briefings, seminars, and training events at local, regional and national level.

Members are expected to discuss their own development needs with the University Secretary and Clerk to the Board of Governors or with the Board or Committee Chair, as appropriate, and to take advantage of relevant development opportunities that become available.

10. Advice on Compliance with the Code

If a member of the Board of Governors or its supporting committees, or a member from the University's Executive Team, wishes to raise an issue regarding compliance with this Code or is in doubt concerning a particular matter arising from it, they should contact the University Secretary and Clerk to Board of Governors for appropriate advice.

11. Key Roles and Responsibilities

For information, key roles and responsibilities are provided in Appendix 1.

APPENDIX 1 – KEY ROLES AND RESPONSIBILITIES

The Pro-Chancellor and Chair of the Board should:

- Model the Board's desired culture and behaviours, ensuring the Board acts in line with them.
- Facilitate open and respectful debate and discussion, ensuring all members of the Board feel able to contribute.
- Actively reference and reinforce the Board's Code of Conduct.
- Ensure adequate support is available to all members of the Board to enable them to contribute to the Board to the best of their ability.
- Lead the performance management processes for Board Members and the Vice-Chancellor.

The Vice-Chancellor, acting as the University's Accountable Officer, should:

- Support the Chair of the Board in setting and exemplifying the desired cultures and behaviours outlined in the Board Code of Conduct.
- Ensure accurate, sufficient, transparent and timely information is presented to the Board openly.
- Be open to debate, discussion and challenge.
- Respect and implement all decisions taken by the Board to the best of their abilities and within their responsibilities as the Accountable Officer.
- Ensure the culture of the University's leadership team aligns with the expectations of this Code.

The University Secretary and Clerk to the Board should:

- Support the Chair of the Board in setting and exemplifying the desired cultures and behaviours outlined in the Board Code of Conduct.
- Have a direct reporting line to the Chair and have regular discussions with the Chair without others present.
- Provide independent advice to the Board on complying with governing documents and the Scheme of Delegation.
- Be available to all members of the Board independently to provide advice, including legal advice, in relation to compliance with governing documents.
- Ensure the Board and the Executive act in ways which are compliant with the University's regulations and provide challenge when this is not the case.
- Raise any concerns in relation to the University's governance with the Chair of the Board, or the Senior Independent Governor where appropriate.
- Support the Chair to drive continued improvement in governance activities, including through ensuring that papers presented to the Board are appropriately detailed and risk based.
- Where the University Secretary has a dual role as a member of the executive and an advisor to the Board, separate reporting lines to the Chair of the Board and the Vice-Chancellor should be in place. Their performance management processes should be undertaken in collaboration between both reporting lines. In respect of their role as University Secretary, their reporting line to the Board must take priority.

- Ensure that appropriate professional governance support arrangements are in place to support, deliver and promote effective, accountable and robust governance within the University.

The Senior Independent Governor should:

- Serve as a liaison between the Chair and other Board Members, particularly if a conflict arises between the Chair, the Vice-Chancellor, the University Secretary or other Board Members.
- Be a route through which Board Members or attendees can raise concerns in relation to matters of governance, including concerns relating to the behaviour of the Chair.
- Support the University to deliver effective transition during periods of leadership change.
- Meet the other Board Members without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary.

The Chief Financial Officer should:

- Attend and provide reports to the Board, the Audit and Risk Management Committee and Finance and Resources Committee.
- Meet with the Chairs of the Audit and Risk Management Committee and the Finance and Resources Committee without others present on a periodic basis.
- Raise with the Board in a timely manner any significant concerns regarding the financial standing or conduct of the University.
- Ensure financial information provided to the Board is accurate, timely and representative of the University's financial performance and position.

Committee Chairs should:

- Lead their committees in a manner consistent with the Board's desired culture and behaviours, promoting rigorous scrutiny and constructive challenge.
- Ensure that committee discussions are focused, proportionate and aligned with the University's strategic priorities and risk appetite.
- Work closely with the Chair of the Board and the University Secretary to ensure clarity of remit, avoidance of duplication and effective reporting to the Board.
- Ensure that matters requiring Board attention are escalated appropriately and that committee recommendations are clearly articulated.
- Support the effective induction, development and performance review of committee members.
- Maintain effective working relationships with relevant members of the Executive and leadership teams, while preserving appropriate independence and objectivity.

All Board Members have the same responsibilities and duties. All Board Members, including co-opted members, should:

- Act at all times in the best interests of the University and its charitable and public purposes, exercising independent judgement and avoiding conflicts of interest.
- Uphold and model the Board's Code of Conduct and the University's values.
- Prepare for meetings thoroughly and contribute actively, constructively and respectfully, being open to debate, discussion and challenge.

- Engage in appropriate training and development to maintain and enhance their ability to discharge their role as a Board member.
- Support collective decision-making and abide by Board decisions once taken, while ensuring that dissenting views are properly recorded where appropriate.
- Respect the distinction between governance and management, avoiding operational interference while ensuring appropriate oversight and challenge.
- Raise concerns about governance, risk or conduct in a timely manner.

Members of the University Executive should:

- Support the Vice-Chancellor in fostering a culture of openness, integrity and accountability in their engagement with the Board and its committees.
- Provide clear, accurate, timely and sufficiently detailed information to enable effective oversight and decision-making, including transparent articulation of risk, assumptions and options.
- Engage constructively with scrutiny and challenge from the Board and its committees.
- Ensure that matters of material risk, control weakness, regulatory concern or ethical significance are escalated appropriately and without delay.
- Support the implementation of Board decisions and ensure that progress against agreed actions is monitored and reported transparently.
- Promote strong governance practices within their own areas of responsibility, ensuring alignment with the University's risk management and assurance frameworks.