

UNIVERSITY OF NEW ENGLAND COUNCIL'S CODE OF ETHICS

Document Data

<i>Document Type:</i>	Council Policy
<i>Administering Entity:</i>	Office of the Secretariat
<i>Records Management System Number:</i>	SED07/625
<i>Date of Audit and Compliance Committee Endorsement:</i>	28 May 2007
<i>Date Approved:</i>	18 June 2007
<i>Approved By:</i>	Council
<i>Indicative Time for Review:</i>	March 2009
<i>Responsibility for Review:</i>	Audit & Compliance Committee
<i>Associated Policies or Other Documents:</i>	<i>University of New England Act 1993</i> Code of Conduct for Employees

The University of New England is established under the *University of New England Act 1993*, and under this legislation, the Council of the University is the governing authority of the University. Council's membership, functions, and since amendment of the Act in 2004, duties of Council members are included in the Act under Part 4A (Sections 21F and 21G) and Schedule 2A. This means that many aspects of ethical behaviour, previously covered only in the Council's Code of Ethics have now been given the full weight of legislation. Under Section 21G breach of these duties may result in dismissal from Council. Accordingly, Council members are required to behave ethically, in keeping with Part 4A and Schedule 2A, which are provided in Attachment 1.

In addition to the general concepts expressed under Duties of Council Members are those that are expected of members of an organisation's governing body. These include, but are not limited to the following.

Conflict of Interest

In addition to requirements under Schedule 2A, Council agreed that a clause be included in the Council's Standing Orders requiring that papers relating to a particular matter be withheld from a Council member after that Council member has declared a conflict of interest with respect to that matter.

Maintenance of Confidentiality

The University Council and its Committees, through the course of their business are privy to information that may be sensitive or categorized as legal-in confidence, commercial-in-confidence, or personal-in-confidence. Members of Council are therefore in a position of trust and as well as showing respect for the activities of Council and its Committees, they owe a duty of confidentiality to the University and the individuals and organizations whose prospects may be affected by Council's decisions and actions.

Public Comment

In all circumstances, when public comment is to be made on behalf of the Council, concerning matters discussed and/or resolved by Council, such comment shall only be made by the Chancellor, or in his/her absence, by the Deputy Chancellor or the Vice-Chancellor.

If a Council member makes a public comment about a matter that does not relate to the University Council business, it should be clear that the views expressed are those of the individual and there should be no suggestion that their comment reflects the views of Council.

Liabilities

Despite the apparent protection provided under Clause 5, Schedule 1 of the Act (See Attachment 2), all Council members may be held personally liable for wrongful acts of the University in the area of statutory offences. Such offences are found in legislation relating to Occupational Health & Safety, Environmental Protection, Equal Employment Opportunity and Anti-Discrimination, Animal Research and Trade Practices, and may incur such penalties as heavy fines or incarceration. In addition to statutory liability, any Council member who does not act in good faith would also lose the benefit of the statutory protection in the *University of New England Act 1993*.

Code of Conduct for Staff

Council members who are also staff of the University must also ensure that they are familiar with, and adhere by, the University *Code of Conduct for Staff*, which may be accessed through the University's policy web pages.

Attachment 1

University of New England Act 1993

As at 23 December 2004

Long Title

An Act to establish a new University of New England and to provide for its constitution and functions; and for other purposes.

Part 4A - Duties of Council members

21F Duties of Council members

The members of the Council have the duties set out in Schedule 2A.

21G Removal from office for breach of duty

- (1) The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.
- (2) The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.
- (3) The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.
- (4) The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.
- (5) If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.
- (6) A member of the Council may not be removed from office by the Council for breach of duty except pursuant to this section.

Schedule 2A Duties of Council members

(Section 21F)

1 Duty to act in best interests of University

A member of the Council must carry out his or her functions:

- (a) in good faith in the best interests of the University as a whole, and
- (b) for a proper purpose.

2 Duty to exercise care and diligence

A member of the Council must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.

3 Duty not to improperly use position

A member of the Council must not make improper use of his or her position:

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

4 Duty not to improperly use information

A member of the Council must not make improper use of information acquired because of his or her position:

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

5 Disclosure of material interests by Council members

- (1) If:
 - (a) a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and
 - (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.
- (2) A disclosure by a member of the Council at a meeting of the Council that the member:
 - (a) is a member, or is in the employment, of a specified company or other body, or
 - (b) is a partner, or is in the employment, of a specified person, or
 - (c) has some other specified interest relating to a specified company or other body or to a specified person,is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).
- (3) Particulars of any disclosure made under this clause must be recorded by the Council in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Council.
- (4) After a member of the Council has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines:
 - (a) be present during any deliberation of the Council with respect to the matter, or
 - (b) take part in any decision of the Council with respect to the matter.
- (5) For the purpose of the making of a determination by the Council under subclause (4), a member of the Council who has a material interest in a matter to which the disclosure relates must not:
 - (a) be present during any deliberation of the Council for the purpose of making the determination, or
 - (b) take part in the making by the Council of the determination.
- (6) A contravention of this clause does not invalidate any decision of the Council.
- (7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G.
- (8) This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.
- (9) For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.
- (10) In this clause:

associate of a member means any of the following:

- (a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,
- (b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,
- (c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.

Attachment 2

Schedule 1 Provisions relating to members and procedure of the Council (Section 9)

5 Liability of Council members and others

No matter or thing done or omitted to be done by:

- (a) the University, the Council or a member of the Council, or
- (b) any person acting under the direction of the University or the Council,

if the matter or thing was done or omitted to be done in good faith for the purpose of executing this or any other Act, subjects a member of the Council or a person so acting personally to any action, liability, claim or demand.