



Ollscoil
Teicneolaíochta
an Atlantaigh

Atlantic
Technological
University

**Code of Conduct
Governing Body Members
Version 2.0**

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Changes Marked	No

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Approval:

This document requires the following approvals:

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Approved By:	Governing Body
Date:	07 October 2024

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This Policy was approved by the Approving Authority on **07 October 2024**. It shall be reviewed and, as necessary, amended by the University annually. All amendments shall be recorded on the revision history section above.

Note: Prior to publication and dissemination of policies and procedures, documents must be reviewed for accessibility as part the University's commitment to Equality, Diversity, and Inclusion (EDI). Further advice on accessibility can be obtained from the EDI Team.

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1. Introduction

- 1.1 Atlantic Technological University (“ATU” or “the University”) is charged with maintaining best practice behaviour in all our interactions and has developed this Code of Conduct (“the Code”) for members of the Governing Body pursuant to Section 5 of Atlantic Technological University’s Interim Code of Governance.
- 1.2 This Code of Conduct sets out the minimum requirements expected of Governing Body members in performing their duties in a lawful, ethical and professional manner taking into account the following:
- The Ethics in Public Office Act, 1995;
 - The Standards in Public Office Act 2001;
 - The Protected Disclosures Act 2014;
 - The Protected Disclosures (Amendment) Act 2022,
 - The Technological Universities (TU) Act 2018, as amended;
 - The Higher Education Authority Act 2022;
 - Policies and procedures of the University; and
 - Atlantic Technological University’s Interim Code of Governance.
- 1.3 A copy of the Code will be circulated to all Governing Body Members upon appointment.
- 1.4 A copy of the Code will be available upon request and be placed on the University’s website.

2. Intent and scope

- 2.1 The purpose of the Code is to provide guidance to the Chairperson and members of the Governing Body and its Sub-Committees in performing their duties. The Code does not address all possible situations that may arise in the University but is a set of principles that provide guidance to members of the Governing Body on appropriate behaviour with the objective of promoting and maintaining confidence and trust in the Governing Body.
- 2.2 All members of the Governing Body, whether elected or nominated, serve under terms and conditions established in the TU Act 2018. This Code applies to all such members.

3. Objectives

3.1 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 the University;
- To prevent the development or acceptance of unethical practices;
- To promote the highest legal, management and ethical standards in all the activities of the University; and
- To promote compliance with best current governance and management practices in all the activities of the University.

4. General Principles

All Governing Body members are required to observe the following fundamental principles:

4.1 Integrity

4.1.1 Members of Governing Body are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of ATU or may be perceived as such.

4.1.2 The Governing Body 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. It will put in place appropriate arrangements to give effect to this.

4.1.3 Upon appointment each member must advise the University Secretary of:

1. Any employment, business or professional interest that could involve a conflict of interest or could materially influence the member in relation to the performance of their functions as a member of the Governing Body;
2. Any interests of a member's family of which they could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of their functions.

- 4.1.4 The member must disclose any actual/potential conflict of interest to the Chair and Secretary of the Governing Body.
- 4.1.5 The Governing Body must manage actual/potential conflicts in accordance with the Conflict of Interest Policy and Procedure.
- 4.1.6 Governing Body members should ensure that they comply with their statutory obligations with regards to actual and potential conflicts of interest which derive from the Ethics in Public Office Act 2001. These obligations require:
- Providing an annual statement of interest to the Standards in Public Office Commission and the nominated University officer;
 - On an ongoing basis to furnish a statement of interest at the time where an official function falls to be performed by the Governing Body member, he/she, or a connected person as defined in the Ethics in Public Office Act 2001, has a material interest to which the function relates; and
 - Declare any potential conflicts of interest as they arise.
- 4.1.7 Governing Body members must be committed to having the University compete vigorously and energetically but also ethically and honestly with other educational universities, commercial and other providers of research and advisory services.
- 4.1.8 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 (the ATU Procurement Policy and ATU Procurement Procedures) reflect this.
- 4.1.9 The University is committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines.
- 4.1.10 The Governing Body will ensure that management has implemented appropriate policies and procedures to mitigate the risk of bribery and corruption or other malfeasance.
- 4.1.11 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.
- 4.1.12 The University is committed not to acquire information or business secrets by improper means.
- 4.1.13 Governing Body members are required to avoid the use of University resources or time for personal gain, for the benefit of persons/organisations unconnected

with the University or its activities or for the benefit of competitors.

4.1.14 Governing Body members are required to avoid giving or receiving gifts, 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.

4.1.15 Governing Body members shall adhere to any applicable expenses guidelines of the University, including the Travel and Subsistence Policy and Travel and Subsistence Procedure.

4.1.16 The University will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which may arise from time to time.

4.1.17 ATU is committed to implementing policies and procedures which minimise the risk of and opportunity for fraud or misappropriation of assets.

4.1.18 The Governing Body shall ensure that an adequate, confidential protected disclosure mechanism is in place whereby a staff member, supplier, or relevant stakeholder can (without fear of retribution) raise issues of particular concern with regards to potential or suspected breaches of the University's Code of Conduct or laws and regulations.

4.2 Information

4.2.1 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. The University is further committed to comply with all relevant statutory provisions (e.g. Data Protection legislation and Freedom of Information legislation).

4.2.2 Governing Body members are required to respect the confidentiality of sensitive information held by the University. This would constitute material such as:

- Personal information;
- Information received in confidence by the University;
- Any commercially sensitive information or other information sensitive to the reputation of the University; and
- Any confidential information held by the University as defined by Schedule 1 paragraph 10(4) of the Technological Universities Act 2018.

- 4.2.3 A member's duty of confidentiality in respect of sensitive information remains even after an individual ceases to be a member of the Governing Body. Former members will return such documentation or equipment furnished to them in the course of their term, or otherwise indicate that all such documentation has been disposed of in an appropriate manner. Where Governing Body members require access to papers, from time to time, from the time of their tenure on the Governing Body, this will be facilitated by the University Secretary.
- 4.2.4 Members of the Governing Body will observe appropriate confidentiality in relation to discussions and decisions taken at meetings of the governing body.
- 4.2.5 The University will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.

4.3 Obligations

- 4.3.1 The University will fulfil all regulatory and statutory obligations imposed on it by the TU Act 2018 and HEA Act 2022.
- 4.3.2 The University will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- 4.3.3 The University has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure.
- 4.3.4 Members are required to use their reasonable endeavours to attend all governing body meetings.
- 4.3.5 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 Governing Body 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. The Governing Body will also ensure that any procedures that it may put in place in this regard are monitored and enforced.
- 4.3.6 The valuable contribution of members to the governance of ATU is recognised by the University. Members of the Governing Body are required to:
- Use their reasonable endeavours to attend all Governing Body meetings;

- Bring an independent judgement to bear on issues such as strategy, performance, resources, key appointments, and standards of conduct;
- Participate actively and work with fellow members in discharging their responsibilities as members;
- Utilise video-conferencing technology to remotely attend Governing Body meetings where feasible, suitable, and available, in cases where members cannot be physically present. The minimum requirement to attend electronic meetings remains;
- At all times, as a member, act in the best interests of the University;
- Carry out functions with integrity, independence, honesty, good faith, and proper purpose; and
- Not improperly influence other members.

4.4 Loyalty

4.4.1 Governing Body members and Trustees acknowledge the responsibility to be loyal to Atlantic Technological 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 consider the interests of the charity, its students and all its stakeholders.

4.4.2 A conflict of loyalty means a particular type of conflict of interest, in which a person's loyalty or duty to another person or organisation could prevent them from making a decision only in the best interest of the University. The Governing Body of the University acknowledge the duty of all to conform to highest standards of business ethics.

4.5 Fairness

4.5.1 ATU is committed to complying with employment equality and equal status legislation, to creating an environment where diversity is celebrated and everyone is treated fairly regardless of gender, age, race, disability, ethnic origin, religion, sexual orientation, civil status, family status, or membership of the travelling community. Members of the Governing Body will carry out all duties in compliance with the University's Equality, Diversity, and Inclusion Policy.

4.5.2 The University is committed to fairness in all business dealings. The University values and treats equally all of our community, inclusive of students, suppliers, customers and employees. The University is committed to the Athena Swan principles.

4.6 Work/External Environment

4.6.1 The Governing Body of the University places the highest priority on promoting and preserving the health, safety, and welfare of its employees, students, contractors and visitors to the campus and elsewhere on University activities. The Governing Body is committed to transparent reporting and disclosure of how the University identifies, prevents and mitigates workforce safety risks.

4.6.2 The University will ensure that community concerns are fully considered in its activities and operations.

4.6.3 The University will minimise any detrimental impact of its operations on the environment.

4.6.4 The University is committed to fostering a culture which ensures that management, University staff and the Governing Body itself, act with integrity and understand their responsibility for appropriate behaviour and ethical conduct facilitated through this Code of Conduct and relevant training.

4.6.5 The University is committed to treating fellow staff members with respect and not engaging in bullying, harassment or discrimination.

4.6.6 The University is committed to maintaining a positive, supportive culture and working environment at Governing Body and Sub-Committee meetings.

4.7 Responsibility

4.7.1 The University will circulate this Code of Conduct and Conflict of Interest Policy and Procedure to all Governors for their attention and the Code of Conduct will be placed on the University's website.

4.7.2 The University will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which may arise.

4.7.3 Breaches of this Code of Conduct will be reported to an appropriate person as nominated by the Governing Body.

4.8 Review

4.8.1 The University will review this Code of Conduct annually.