

Code of Conduct for Board and Committee Members

1. Code of conduct

1.1. Members of the IHE Board ('Directors') and of the IHE Board's committees will at all times:

1.1.1. act in good faith

1.1.2. act in the best interest of IHE

1.1.3. act in accordance with IHE's Articles of Association, both as individuals and collectively

1.1.4. Act in accordance with IHE's Regulations, including by upholding our Values, by endorsing our Mission, and by following and upholding the Code of Conduct for Members, where relevant.

1.1.5. act in accordance with the following principles, which are adapted from the seven principles of public life:

- **Selflessness:** act solely in terms of the interest of IHE and IHE's Members
- **Integrity:** avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity:** act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** accountable to the Members of IHE for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness:** act and take decisions in an open and transparent manner. Information should not be withheld from the Membership unless there are clear and lawful reasons for so doing.
- **Honesty:** be truthful.
- **Leadership:** exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

2. IHE's best interest

2.1. Elected Directors and some Committee Members are employed by Members of IHE. In discharging their duty and while acting in their capacity of Board or Committee Member, however, they must act solely in the interests of IHE and its membership as a whole. A Director or Committee Member is not a delegate or representative of their institution (or any other third party with which they may have a relationship or interest).

2.2. All Committee and Board Members are required to fill out a conflict of interest declaration form, and revise it each year. This should also be updated when, during the course of the year, significant changes to interests arise. The form is appended to this Regulation.

3. Confidentiality

3.1. Directors and Committee Members will receive confidential information and engage in confidential discussions in the course of their duties. It is imperative that they refrain

from disclosing such confidential information, including discussions, viewpoints, or insights gleaned during meetings, through any means. All information gathered in the course of their IHE duties should not be used for any other purpose.

- 3.2. Directors and Committee Members must hold confidential information securely and dispose of it securely. Any loss or accidental disclosure, as well as the circumstances leading to it, must be notified to the Chief Executive as soon as is practicable.

4. Public representation of IHE

- 4.1. Directors and Committee Members may receive invitations from the media, event organisers, or other entities to speak or write in their IHE capacity. Prior to accepting such invitations, Board and Committee Members should discuss the opportunity with the Chief Executive, sufficiently in advance to allow time for approval for speaking on behalf of IHE; and for briefing for consistency of messaging. When representing IHE or discussing its activities, Directors and Committee Members should ensure they comply with this Code's provisions (including confidentiality).
- 4.2. Directors and Committee Members may add their IHE title (e.g. "Board Member of Independent Higher Education" or "Vice Chair", etc) to any articles written by them for a publication, only where shared with the Chief Executive sufficiently in advance to allow editing and approval for consistency of messaging.

5. Meetings and decision-making

- 5.1. Directors and Committee Members are expected to prioritise attendance at both Board and Committee meetings, dedicating sufficient time for preparation and fulfilling their obligations. They undertake to remain available and to address urgent business matters outside of regular meeting schedules when necessary.
- 5.2. During meetings, they are expected to conduct themselves collegially, transparently and impartially, and to treat others with dignity and respect, recognising the importance of constructive dialogue even – indeed especially – when someone disagrees with them.
- 5.3. Decisions are reached through majority vote, and while Directors and Committee Members may express dissenting opinions, they are obliged to respect and uphold the collective decision-making process and outcomes.
- 5.4. IHE staff, Directors and Committee Members understand and respect the distinctions in roles and responsibilities between the Board, Committees, and the Executive Team, as detailed in the scheme of delegation.

6. Gifts and hospitality

- 6.1. Any gifts hospitality or other benefits offered to Directors and Committee Members in relation to IHE business or Directors' and Committee Members' positions, and which could be seen as intended to influence their judgement, should not be accepted. The Chief Executive will advise in cases of uncertainty; any gifts or hospitality received must be declared to the Chief Executive within 14 days, and will be recorded on the register of gifts and hospitality.

7. Liability and insurance

- 7.1. IHE has corporate responsibility for actions taken by the Board and its Committees. If a judgement were made against the Board, any financial settlement would normally be met from IHE funds rather than from the personal assets of individual Board or Committee Members. Individual Board or Committee Members who act in accordance with this code should not normally incur any liability in an individual capacity. IHE Board

and Committee Members are, upon appointment, covered under IHE's Directors' and Officers' insurance, which covers both actions of the Board and Committees as a whole and, subject to the exclusions below, personal liability.

- 7.2. Section 232 Companies Act 2006 provides that: "Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void." Therefore, if a director acts 'wrongfully', IHE's Directors' and Officers' insurance does not apply and he or she will be personally liable for the consequences.

8. Sanctions

- 8.1. All Directors and Committee Members are expected to work in the spirit of this Code. If the Chair of the Board or of a committee perceives or is informed that a Director or Committee Member has failed to do so, they will initiate a discussion with the individual to address and resolve any issues prior to bringing the matter before the Board for further evaluation and potential intervention.
- 8.2. If it is alleged that the Chair of the Board has failed to work in the spirit of this Code, the Chair of the Governance and Nominations Committee will initiate a discussion with the Chair, as above.
- 8.3. If it is alleged that the Chair of the Governance and Nominations Committee or the Chair of the Finance and Resources Committee has failed to work in the spirit of this Code, the Chair of the Board will initiate a discussion with the individual, as above.