UNIVERSITY OF WARWICK

Approve by Council on 14 October 2026

Code of Conduct for Council Members

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Appendix 1: Key responsibilities of Board (Council) members as set out in Appendix A of the CUC Code of HE Governance 2026

1. Purpose and status

Council members at the University of Warwick hold a vital governance role, ensuring the institution remains true to its mission, values, and legal obligations. Their responsibilities are shaped by four key frameworks: the Conditions of Registration of the Office for Students (OfS); the Charity Commission's guidance on the duties of a trustee; the Committee of University Chairs (CUC) guidance on university governance; and the University of Warwick's own values and behaviours. This Code of Conduct (Code) outlines the expectations placed upon Council members, integrating these frameworks to provide a comprehensive understanding of their role. It should be read alongside the Code of Practice on Corporate Governance, the University's Charter, Statutes and Ordinances, and relevant University policies and procedures.

The Code sets out the expectations of Council members in relation to their conduct, responsibilities and behaviour. Council members are expected to model and promote these expectations in carrying out their role.

2. Legal and fiduciary duties

The University is an independent corporation. Although the University is not regulated directly by the Charity Commission (the principal regulator is the OfS), it is a registered charity, and members of the University's governing body, the Council, are legally considered charity trustees. The Charity Commission's guidance, "The Essential Trustee", outlines six core duties:

(i) Ensure the charity is carrying out its purposes for the public benefit.

(ii) Comply with the charity's governing document and the law.

(iii) Act in the charity's best interests

(iv) Manage the charity's resources responsibly.

(v) Act with reasonable care and skill.

(vi) Ensure the charity is accountable.

Although a member of the Council may have been appointed or elected as a representative of other University bodies such as the Senate or the Students' Union, a member owes their duty of care as a trustee to the University and not to their appointing body or electorate. All Council members, including student and staff members, share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions.

Council members must discharge their duties in line with the accepted standards of behaviour in public life and the principles, provisions and values in the CUC Code of HE Governance, accepting individual and collective accountability for the affairs of the institution. Council members as individuals are personally responsible for any breach of trust, which includes wilfully exceeding their powers or spending University funds on something outside the University's charitable objects. To safeguard student and public funds, members of the Council are asked to sign a fit and proper person declaration form on an annual basis.

All members of the University community, including Council members, are expected to act honestly and with integrity at all times. This commitment includes compliance with relevant legislation, including the Fraud Act 2006 and Economic Crime and Corporate Transparency Act 2023, and the implementation of proportionate measures to prevent fraud and respond swiftly to concerns.

Council members must at all times act in the best interests of the University and within the scope of their powers. Provided that they do so, as individual members, they will be indemnified by the University against the results of their actions or decisions. Council members will not be held personally liable for debt in the unlikely event of the University becoming financially insolvent.

Confidential papers circulated to members of the Council may not be published outside the University, or made the subject of public comment, without the agreement of the Council. Council members must use their discretion if they wish to discuss the contents of such papers privately with persons whose opinion they wish to obtain and they must themselves accept responsibility for the consequences of any such disclosure.

Particular documents that will be of interest to Council members are available to them in the Convene document library and in the online members' web portal.

3. Sector governance standards

The CUC provides sector-specific guidance tailored to higher education institutions and forms much of the basis for OfS expectations. Council members are expected to uphold the principles and provisions of the CUC Higher Education Code of Governance 2026, which emphasises:

(i) Institutional Leadership & Purpose

(ii) Culture and Behaviours, including a provision that board members must uphold the highest standards of conduct and respect, including the Nolan Principles of Public Life

(iii) Strategy, Sustainability, Risk and Assurance

(iv) Board Structure and Composition

(v) Academic Governance

(vi) Board Development and Performance

4. Warwick's values and behaviours

The University of Warwick has articulated a distinctive set of values. These values are not abstract ideals but practical behaviours that Council members are expected to model and promote:

Values	**Behaviours**
Going Forward and Further	Striving for better outcomes Taking initiative Supporting others to create change Learning from mistakes
Thinking Freely	Nurturing new ideas Encouraging imagination Seeing the bigger picture Taking responsibility
Thriving on Difference	Valuing different viewpoints Disagreeing respectfully Showing empathy and kindness Promoting diversity
Creating Connections	Working together across boundaries Listening and learning Communicating clearly Seeking external inspiration
Sharing Opportunities	Supporting others to thrive Recognising success Being proud of Warwick's impact

In line with the CUC Code 2026 and bearing in mind section 5 on Freedom of Speech, below, Council members must challenge actions and interaction which they feel are not in line with the expected cultures and behaviours.

Council members must uphold the expectations of behaviour set out in the University's Dignity Principles Policy.

5. Freedom of speech and academic freedom

The role of governing bodies in relation to safeguarding freedom of speech and academic freedom within Higher Education has been subject to increased public scrutiny in recent years. The Higher Education (Freedom of Speech) Act 2023, which came into force on 1 August 2025, strengthens legal duties on universities and colleges in England to protect freedom of speech within the law.

In the fulfilment of its obligations to educate, enlighten and innovate, the University is committed to providing an environment in which not only orthodox views and ideas, which are well received, can be expressed, but also an environment in which conflicting, unpopular and controversial views can be brought forward, heard and considered. At the University we should expect to meet difficult and challenging ideas. The University places the highest value on informed, tolerant and respectful debate, where lawful views, however unpalatable, are heard and where responses are thoughtful and measured. As a community we have diverse, sometimes competing, views; it is this diversity which provides the basis for intellectual exploration and growth.

Challenging the lawful views, opinions and beliefs of others is encouraged; making those challenges personal or challenging in such a way as to cause lawful views, opinions or beliefs to be suppressed, is not.

Link to relevant policies and procedures on the University website.

6. Managing Conflicts of Interest

As per the CUC HE Code of Governance, all members of the Council must manage conflicts of interest with transparency and integrity. A conflict of interest arises when a member's personal interests could improperly influence their duties. Transparency in handling conflicts helps maintain public trust and ensures decisions are made in the University's best interests. To manage these effectively:

- Members must declare any actual or potential conflicts at the earliest opportunity.
- The Governance team maintains a Register of Member's Interests and updates it regularly, with a full review annually.
- Members with a conflict should withdraw from discussions and decisions where the conflict exists. At the start of every Council meeting, the Chair will give members an opportunity to declare any interests.

The Register of Members' Interests is available on the University website: https://warwick.ac.uk/services/gov/committees/council/members. The Executive Office publishes its respective Registers of Interest on the University website: https://warwick.ac.uk/services/vco/execteam

Council members should not use their position to seek favourable terms and conditions in use of University facilities. They also should not seek to use their position to circumvent established procedures for applicants, staff, students or suppliers.

Members of the Council should also follow the requirements under the UK Bribery Act 2010 and the University's Anti-Bribery Policy, including the need for members to act with care in relation to hospitality or gifts which could be perceived as inducements by persons or bodies seeking to supply goods or services to the University (see Financial Procedures 3 and 16). Similarly, members should take care not to solicit or recommend any person for employment by the University or admission to it other than through the proper procedures and should disclose if a candidate is related to them by family when providing testimonials of a candidate's ability, experience or character.

The above guidance applies equally to a committee, sub-committee, joint committee, board of trustees or board of directors belonging to the University or appointed in whole or part by it, and to the members of such bodies. Matters concerning conflicts of interest in relation to members of University staff are covered in the relevant terms and conditions of employment and University policies.

7. Induction and training

Induction and ongoing training are provided for all Council members to support them in their role. All Council members must engage with induction and training provision in a timely manner.

8. Resignation or removal of a member of the Council

The formal arrangements for resignation or removal of a member of the Council are set out in the Code of Practice on Corporate Governance and University Ordinance 4 "The Council":

(5) A member of Council may resign their office at any time by giving written notice to the Secretary to Council. The position will become vacant from the date of receipt of the notice, or the date of resignation specified in the notice (whichever is later).

(6) In accordance with Statute 5, any member of the Council (other than an ex officio member) may have their term of office automatically terminated if that member:

(a) fails to attend three consecutive meetings of the Council without permission of the Chair or good cause, or

(b) is not "fit and proper" to act in such capacity as determined by criteria set by the Regulator, or

(c) is disqualified under the Charities Act 2011 from acting as a charity trustee.

(7) Any member of the Council (other than an ex officio member) may be removed from their office for good cause if at any time the Council is satisfied that:

(a) the member is medically unable or unfit to discharge the functions of a member, or

(b) there has been a loss of confidence in the members' ability or fitness to perform the duties of their office, or

(c) removal of the member is necessary or expedient and in the best interests of the University, to protect the reputation or assets of the University.

The procedure for member removal will be set out in the Code of Corporate Governance.

Serious or persistent concerns about a member's conduct, including failure to comply with this Code, may be relevant to consideration under these provisions. Nothing in this Code limits the application of the University's Charter, Statutes, Ordinances or other relevant procedure.

9. Summary

Council members at the University of Warwick are entrusted with a multifaceted role that blends legal responsibility, strategic oversight, and cultural leadership. By aligning their actions with this Code, the CUC's governance standards, and Warwick's values and behaviours, members can ensure that the University remains a beacon of excellence, integrity, and inclusivity.

This alignment is not only a matter of compliance but a commitment to Warwick's mission: to create positive change in the world through education, research, and community engagement. Council members are key stewards of this mission, and their leadership will shape the University's future.

10. Document control

This document should be reviewed annually alongside the Code of Practice on Corporate Governance.

Appendix 1

As set out in the CUC Code of HE Governance 2026, Appendix A: Key Roles and Responsibilities

7. 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 institution 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 institution'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.*