

Office for Students – board proceedings and code of conduct

Guidance on the Office for Students' board proceedings

Introduction

1. This document sets out the arrangements and standards through which the Office for Students' (OfS) board will conduct its proceedings and carry out its business.

Meetings

2. Board meetings will normally be held at least four times a year. Board meetings are held in private with neither press nor public present.
3. Board meetings will normally be convened well in advance with a minimum of five clear working days' notice. Notice of a meeting shall be given to members in writing. Failure to receive notice of a board meeting will not invalidate that board meeting or any business transacted at that meeting.
4. If required, the chair may convene a special meeting of the board. This may be conducted in any manner which the chair considers appropriate, including by electronic means, in correspondence (including email) or by telephone or video conference, and all members participating shall count as part of the quorum.
5. A special meeting may also be convened in response to a written request to the chair from a minimum of three members specifying the business to be transacted and confirming why it cannot wait until the next ordinary meeting.

Quorum

6. The quorum for board meetings is half the current number of its members (*HERA 2017, schedule 1 (9 (2))*). Should the need arise, members may attend meetings by telephone or video link. Members attending by telephone or video link shall be considered to be present at the meeting. A board member is not counted towards the quorum for an item in respect of which they have a conflict of interest and is not entitled to take a decision.
7. Observers or other attendees, e.g. OfS staff, who attend meetings will not form part of the quorum.
8. The names of all members present at a meeting of the board shall be recorded in the minutes of the meeting.
9. If the chair is unavailable to chair the meeting or has declared themselves to have a conflict of interest in relation to any matter, the deputy chair will chair the meeting. If both are unavailable, the members present shall appoint one of their number to take on the role as chair of the meeting.

Decision making

10. Board discussions take place in accordance with the Code of Conduct for members of the OfS. If a member has an interest then it shall be declared by the member and recorded in the minutes. The member shall leave the meeting for the item in question if the chair considers that their interest is so substantive that their continued presence would prejudice the proper conduct of the board's business.
11. Decisions by the board will normally be made by consensus. However, if an individual member has a reservation, then that reservation may, on request, be minuted. Failing consensus, decisions will be made by a vote. In the case of a tied vote, the chair has a casting vote.
12. The chair may determine if any item should be 'reserved business' and involve only board members to discuss this item in 'closed session'.

Minutes

13. The minutes of board meetings are drafted by the clerk and are the formal record of the decisions made by the board at that meeting. The chair will be asked to agree the minutes before they are presented to the board for approval at the following meeting.
14. If it is necessary for the board to make any decisions between meetings then a formal electronic record of individual members' approval will be maintained by the clerk. This will be reported in the minutes of the next ordinary meeting of the board.
15. The board is committed to carrying out its work transparently. In doing so, its minutes will be published on the OfS website (subject to any necessary redactions and in line with any appropriate exemptions in the Freedom of Information Act) once formally approved by the board.

Agenda and papers

16. The agenda and papers for board meetings will normally be issued seven days before the meeting. Members will be advised of any instances where a paper will be late. These will be issued as soon as possible before the meeting or tabled at the meeting.
17. The agenda may include starred items which are items judged by the chair as unlikely to require discussion. Members are given the opportunity to indicate if they wish to discuss any of them. Otherwise, the recommendations are deemed to have been accepted by the board.
18. The chair and chief executive may ask the clerk to redact or withhold a paper from any person, member or observer if it contains information which, if disclosed, might harm or unfairly disadvantage providers, individuals (including members of staff), contractors or third parties. Confidential papers may be handled in any way necessary to keep the information contained in them secure.

Transparency

19. The OfS attaches considerable importance to being an appropriately open and transparent organisation. It will publish extensive information about what it does and how it operates – all of which is available on its website.

Code of Conduct for members of the Office for Students

Introduction

1. The purpose of this code is to give guidance to board members on their responsibilities and the standards to which they are expected to operate. Relevant sections apply equally to committee members, senior managers and others who contribute to the Office for Students (OfS) at a governance level.
2. This document is published on the OfS website as part of its commitment to openness and accountability and to give confidence to the general public and other stakeholders as to the OfS governance standards.
3. This code is based on current best practice, including in the Civil Service Code, guidance from HM Treasury and the Department for Education (DfE), the OfS's sponsor department.

Public Service Values

4. The board must at all times:
 - a. Observe the highest standards of impartiality, integrity, honesty and objectivity in relation to the stewardship of public funds and management of the OfS.
 - b. Comply fully with the principles of openness, and comply with all reasonable requests for information from Parliament, the Secretary of State, users of services and individual citizens.
 - c. Be accountable to Parliament, users of services, individual citizens and staff for the activities of the OfS, its stewardship of public funds and the extent to which key performance targets and objectives have been met.
 - d. Maximise value for money through ensuring that services are delivered in the most efficient and economical way, within available resources, and with independent validation of performance wherever practicable.
 - e. Fully adhere to the standards set out in 'The 7 Principles of Public Life'¹.
 - f. Adhere to the same governance standards we would expect of registered higher education providers.

Public engagement

5. Board members should normally speak with one voice in public on matters to do with the OfS. Appearances on television or radio, briefings to journalists, etc., should be undertaken with caution and it should be clear when the member is speaking in a purely personal capacity or representing an organisation other than the OfS. Similarly, the writing of newspaper columns, blogs or contributions to social media (i.e. Twitter, Facebook, LinkedIn, etc.) should avoid comment on or details of sensitive or confidential OfS information. Members are also reminded of the permanency of social media content.
6. If social media is used to communicate about your work with the OfS then these communications may need to be disclosed if subject to a request under the Freedom of Information Act.

¹ See www.gov.uk/government/publications/the-7-principles-of-public-life.

7. Members of the board may seek advice from the chair of the board or the chief executive in advance of any public engagement activity should they wish to do so. Committee members should also exercise discretion in any such activity and may approach the clerk to the committee for advice should they wish to do so.
8. Further information is available in social media guidance for civil servants published by the Cabinet office².

Political activity

9. Board members are expected not to occupy paid party political posts or hold particularly sensitive or high profile unpaid roles in a political party. However, members are free to engage in political activities, provided that they are conscious of their general public responsibilities and exercise a proper discretion, particularly in regard to the work of the OfS. On matters directly affecting that work, they should not make political speeches or engage in other political activities. The chair and chief executive should abstain from all controversial political activities. However, these restrictions do not apply to members serving as non-party local councillors or to Peers not taking a party whip in the House of Lords. Committee members are not similarly restricted, but should treat the information derived from the OfS as confidential in exercising any role that might be considered political or sensitive.

Confidentiality

10. In the course of carrying out their duties, board and committee members may become aware of unpublished price sensitive information relating to English higher education providers or associated organisations e.g. a group holding company, whether listed on a UK stock exchange or elsewhere. Where this occurs members must not themselves deal in any securities, or provide advice/procure other people to deal in such securities.
11. This prohibition on dealing does not extend to investment assets which are exclusively managed by an independent portfolio manager with full discretion over investment decisions, provided that there is no communication of unpublished and price sensitive information by the board or committee members to the independent portfolio manager.
12. These restrictions continue to apply once members have ceased being members of the OfS in relation to information received while they held office.

Personal liability of board members

13. Any legal proceedings initiated by a third party are likely to be brought against the OfS, not individual members. In exceptional cases, proceedings (civil or criminal) may be brought against the chair or other individual board members. For example, a board member may be personally liable if he or she makes a fraudulent, reckless or negligent statement which results in loss to a third party. Board members or others involved in the governance of the OfS who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

² Available at: www.gov.uk/government/publications/social-media-guidance-for-civil-servants/social-media-guidance-for-civil-servants.

14. However, individual board members (or others involved in the governance of the OfS) who act honestly, reasonably, in good faith and without negligence should not normally incur any liability in an individual capacity, provided they are acting in furtherance of their board or related governance functions.

Declaration of interests

15. Board members and committee members should register with the clerk to the board any personal or business interests which may conflict or be perceived to conflict with their responsibilities. Members also have the opportunity to declare interests at the start of each meeting or during a meeting if it becomes apparent they should do so. Separate guidance is provided within this document on what interests should be registered and how these will be recorded.

Gifts and hospitality

16. Board members and committee members are required to comply with relevant OfS guidance on the acceptance of entertainment, gifts, hospitality, fees and awards. Board members are required to advise the clerk to the board of all offers or other benefits received in the course of carrying out their duties. The offer will be recorded in the OfS gift register and guidance given to the board member on whether they can accept any offer.
17. The OfS gift register will keep a record of all offers and declarable gifts and hospitality which will be available for public inspection on request.
18. Further information on the acceptance of gifts and hospitality is provided separately.

Security policy

19. Board members are required to comply with the OfS's Information Security Policy. In addition, board members have a responsibility to respect the confidentiality of board papers or other information supplied to them in their role as members by:
 - a. Not sharing papers or other information provided to them in their OfS role with anyone outside of the board, the relevant committee or the OfS.³
 - b. Only keeping papers (including those sent in a compressed Winzip file) and other information for only as long as necessary to carry out their role as a board member. For board/committee papers, this will normally be to the date of the meeting or shortly after as papers are frequently published or can be made available to members on request.
 - c. Where they are no longer needed, securely disposing of board or committee papers (or leave them with the clerk at the end of each meeting) and deleting electronic copies from computers and devices
 - d. Avoiding using data sticks as a storage system. If required, only an encrypted memory stick supplied by the OfS should be used

³ Members of the board or a committee will often have a personal assistant (or equivalent) who would be expected to have access to OfS papers. This is acceptable providing the staff concerned are bound by similar obligations concerning the confidentiality of information they have access to in their role.

- e. Ensuring devices such as mobile phones or laptops used to receive or view OfS information are installed with up to date vulnerability protection (for example, virus protection and anti-spyware) and require some kind of user authentication to access them
 - f. Promptly reporting any loss or incident to the clerk.
20. Members are reminded that, when they reach the end of their term of office, they should promptly destroy all OfS records that are confidential in any way. If there are subsequent queries, the OfS will support the former member in responding to them.

Acceptance of gifts, hospitality, fees and awards: guidance for members of the Office for Students⁴

1. This guidance applies to board and other committee members where they are explicitly acting on behalf of the Office for Students (OfS).
2. The OfS is responsible for allocating significant sums of public money and for maintaining a register of higher education providers, in which registration confers benefits to those providers.
3. It is imperative that members should maintain high standards of propriety and professionalism if they are offered gifts, hospitality or awards, including avoiding laying themselves open to suspicion of dishonesty and not putting themselves in a position of conflict between their official duty and private interest.
4. Some members may spend time with representatives of higher education providers and other organisations where it is normal business practice or social convention to offer gifts, hospitality or awards. Offers of this kind can place members in a difficult position since to refuse may cause misunderstanding or offence; but to accept may give rise to questions of impropriety or conflict of interest, or to criminal liability.
5. Members may not accept any benefit as an inducement or reward either for:
 - a. Taking any action (or specifically not taking action) in his or her official capacity as a member.
 - b. Showing favour (or disfavour) to anyone in his or her official capacity as a member.
6. The guiding principles are:
 - a. The conduct of individuals must not create suspicion of any conflict between their official duty and their private interest.
 - b. The actions of individuals in their official capacity must not give the impression (to any member of the public, to any organisation with whom they deal or to their colleagues) that they have been (or may have been) influenced by a benefit to show favour or disfavour to any person or organisation.

Gifts

7. Gifts other than of token value should generally be refused or avoided. Members should register any gift whose value is estimated to exceed £10. The member should also have regard to whether a gift, or the circumstances in which it is offered, are appropriate. The yardstick for appropriateness is the risk of embarrassment to, or loss of public confidence in, either the member or the OfS.

⁴ This guidance has been superseded by the updated policy at www.officeforstudents.org.uk/about/who-we-are/our-board-and-committees/.

8. If members have any doubts about whether a gift should be refused (it is accepted, for example, that refusal of a gift may cause offence), they should consult the clerk to the board who at his/her discretion may discuss the matter with the chair.
9. If the clerk considers that a gift cannot be used to support the OfS's business, he or she may authorise retention of the gift by the member. Alternatively, if the member does not wish to retain the gift, then arrangements may be made for the gift to be stored until disposal, for example as a donation to a charity.
10. Members should make arrangements to record any gifts whether given or offered, or whether refused or accepted, in the central register held by the clerk, who will also register whether a gift has been accepted, registered, refused or disposed of. Any member with a query about the contents of the register should direct it to the clerk.

Hospitality (including fees)

11. It is accepted that members may receive hospitality from the head or senior members of a higher education provider or other stakeholder of the OfS; that they may attend as part of their official OfS function an event organised by another body for promotional or influential purpose; that they may sometimes be offered a nominal fee for presenting a paper or speech at a conference; and may receive the occasional invitation to a cultural event. The normal level of hospitality may include alcoholic drinks at, say, an official reception or working dinner.
12. Offers of hospitality that exceed the normal level described above should in general be refused. The following items should be avoided:
 - a. Hospitality offered instead of fees for broadcasts, speeches, lectures or other work done
 - b. Inducements which could lead to a contractual relationship between the OfS and a supplier or consultant
 - c. Substantial offers of social functions, travel or accommodation
 - d. Acceptance of meals, tickets and invitations to sporting, cultural or social events, including from the same source.
13. If members have any doubt about whether to accept hospitality they should refer the matter to the clerk, who in turn may discuss it with the chair.
14. If, exceptionally, the clerk agrees that the circumstances justify the normal level of hospitality being exceeded, this will be recorded in the central register.

Awards and prizes

15. Members should consult the clerk if they are approached by an outside organisation offering an award or prize which could in any way be seen to be connected with their OfS role. Retention of the award or prize will normally be allowed, provided that:
 - a. It is offered in recognition of personal achievement
 - b. It is not a gift (see above).

16. In deciding whether the award would give rise to public criticism that it was in fact a gift, members are advised to consider:
- a. The status of the awarding body - for example, whether it is a registered charity, a higher education provider receiving funding from the OfS, or any other organisation with a clear connection to the work of the OfS
 - b. The regularity and nature of the awards made by the body
 - c. The range of people or bodies to whom the awards are given
 - d. The method of selection
 - e. The standing of the selectors
 - f. Actual or potential OfS dealings with the awarding body.

These provisions do not apply to the acceptance of National Honours.

Declaration of Interests: guidance for members of the Office for Students

1. Any board and committee members' interests should be declared and registered with the Office for Students (OfS). This includes relevant indirect interests through a partner, spouse or immediate family. Relevant interests in this context include:
 - a. Executive and non-executive directorships of, significant shareholdings in, or employment by, public or private companies likely or possibly seeking to do business with the OfS or with any of the providers or organisations it funds or regulates
 - b. Ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the OfS or with any of the providers or organisations it funds or regulates
 - c. Remunerated or honorary positions and other connections with providers, organisations or advisory groups which may give rise to a conflict of interest
 - d. Collaborations, including between providers or by region or subject
 - e. Membership of societies or professional bodies with a relevant interest.
2. Members' interests are recorded and published on the OfS website⁵. Members are encouraged to advise the OfS immediately of any changes. To ensure accuracy of the details, a survey of members' interests will be carried out by the OfS at least annually. Exceptionally, a member may register an interest which is itself exempt from publication but which would be made known to the clerk, chief executive and chair.
3. Any member who has a material interest in a matter under consideration at a meeting of the OfS should declare that interest at the start of the meeting, whether or not that interest is already formally recorded. At the discretion of the chair, the member concerned should withdraw from the meeting during the relevant discussion or decision and this will be formally recorded in the minutes.

⁵ Available at: www.officeforstudents.org.uk/about/who-we-are/our-board-and-committees/.