



Massey University Council Code of Best Practice - 2017

Introduction

This Code of Best Practice sets out the manner in which Councils powers and functions will be exercised, and the principles of good governance that Council will adopt in carrying out its duties.

The Massey University Council has significant responsibilities and accountabilities, all of which are outlined in the Council Operating Manual [Governance Responsibilities](#). It is a body with members appointed, elected or by nature of their position, and reflects a range of stakeholder interests.

In order to operate effectively in this environment it is important that individual Council members operate and behave in a manner that is conducive to the Council as a whole effectively fulfilling its responsibilities in line with good governance practice, and also in a way that reflects well on the University.

This Code of Best Practice is designed to provide guidance to Council members on expected ethical, behavioural and procedural standards. It is noted however that nothing in this section is intended to conflict with the provisions of the Education Act 1989 or any other relevant statutes.

The Council, while maintaining its ultimate governance responsibilities, will have an appropriate system of delegations to ensure the effective discharge of these responsibilities. This will be reflected in the Council Delegations Statute.

All members of the Council should be responsible and accountable to the Council. Council members are expected to adhere to the following principles and procedures:

Role and Functions

Role and Responsibilities of Council

The functions of Council are legislated as below in the [Education Act 1989 Section 180](#)

- (1) The functions of the council of an institution are—
 - (a) to appoint a chief executive in accordance with the [State Sector Act 1988](#), and to monitor and evaluate his or her performance:
 - (b) to prepare and submit a proposed plan if the institution is seeking funding under a funding mechanism that provides for funding via plans:

- (c) if the institution has a plan,—
 - (i) to ensure that the institution is managed in accordance with that plan;
and
 - (ii) to determine policies to implement that plan:
- (d) to determine, subject to the State Sector Act 1988, the policies of the institution in relation to the management of its affairs:
- (e) to undertake planning relating to the institution's long-term strategic direction.

Refer to:

- [Governance Guide for Council Members of Tertiary Education Institutions – Updated May 2015:](#)
- [Functions and Duties of Council:](#)

Role of the Chancellor

- To provide effective leadership and direction to the Council.
- To Foster a constructive governance culture and apply appropriate governance principles among the members and management.
- Develop and maintain sound relationships with the shareholding ministers, their advisors and other stakeholders.
- Ensure processes are in place to evaluate the performance of the Board, its committees and individual members annually.

Role of Members

- Members need to act at all times in a manner that will not reflect adversely on the reputation of the University. This also includes in member's private capacity.
- Members' fundamental obligation, irrespective of their appointment/election process, is to act in good faith in the best interest of the University.
- Members are expected to attend Council meetings and prepare thoroughly. Members are expected to participate fully, frankly and constructively in Council discussions and to bring the benefit of their particular knowledge, skills and abilities to the table.
- Members should familiarize themselves with the operating environment of the University and with issues of concern to key stakeholders.
- Members are not to improperly use their position to gain an advantage for themselves or someone else.

Conflict of Interest

- Members are required to declare any conflicts of personal interest with that of their role as a Council member.

- "Conflict of interest" can arise when:
 - a member has a direct or material interest in a transaction to which the University is a party;
 - a member uses confidential information received in their capacity as a Council member;
 - a member receives benefits from representing themselves as an agent of the University without authority;
 - a member has an indirect interest in the subject at hand by virtue of an interest from a party associated with the member.
- Detailed procedures for declaring, recording and managing conflicts of interest are provided in the Council Operating Manual (Section 4 Decision Making – Principles and Procedures: 4.10).

Confidentiality

- Information obtained under Part 2 of Council proceedings must be kept confidential.
- Members are responsible for the security of Council papers and the safe return or disposal of them.
- Release and communication of information on Council deliberations is the prerogative of the Council and not individual members. Individual members may be asked to be part of this process by the Council.
- Further guidance on dealing with confidential information is provided in the Council Operating Manual (Section 4: Decision Making – Principles and Procedures: 4.7).

Dealing with University Staff

- All Council authority conferred on Management is delegated through the Vice-Chancellor and only decisions of the Council acting as a body are binding on the Vice-Chancellor.
- Members should not instruct the Vice-Chancellor or any members of the University staff.
- Should any member wish to deal with a University staff member in an informal capacity they should notify the Vice-Chancellor beforehand. Council members should only communicate with University staff on matters of substance with the explicit agreement of the Chancellor and/or Vice-Chancellor.
- Council to Vice-Chancellor email communication must be copied to the Chancellor.
- The Chancellor maintains an informal link between the Council and Vice-Chancellor between meetings of the Council.

Communications

No member should communicate matters of a sensitive nature outside Council, unless with the explicit agreement of the Chancellor or Vice-Chancellor.

Induction Programme and Professional Development

The Council to provide an induction programme and professional development for members to build the expertise of the Council and to ensure that all members are aware of the nature of their duties and responsibilities.

Evaluation of Performance

The Council undertake an evaluation of its performance and that of its members and committees. The Chancellor is responsible for the organizing of the assessment process, drawing on external resources if required.

Best Practice

On an annual basis, the Council review its conformance with the Code of Best Practice and identify needed skills and expertise for the future.

Risk Assessment

The Council should, where appropriate in light of risk assessment, use its best endeavours to obtain an auditor's report (including audit certification and management letter) of any entity, partnership or joint venture.

Collective Responsibilities

Once a decision has been formally reached by Council then all members should respect and abide by that decision.

Scope

This Code of Best Practice encompasses Council, Council Sub-committees, representational duties and any dealings by Council members' directly or indirectly with Massey, and in the members' public capacity.

Guidelines for the operation of meetings

The Council has standing orders "Guidelines for the Conduct of Council and Council Sub-committees Meetings" which cover protocols for the conduct of meetings (Council Operating Manual: Section 6 - Meetings of Council and Committees:

In addition members should also abide by following courtesies:

- Contribute openly and constructively, recognizing that genuinely held differences bring greater clarity and lead to better decisions

- Address all comments through the Chair.
- One person only speaks at a time – do not carry on side conversations while others are speaking,
- Contributions should be pithy, deal with the facts and be pitched at the strategic level.
- Do not contribute to the discussion unless you have new information for the meeting or a perspective that has not been stated.
- Once a resolution is passed by majority vote do not re-litigate resolutions (either after the meeting or at the next meeting) except where a significant change in circumstances occurs.
- Turn off cell phones and do not undertake non-Council business on devices during the meeting.
- Meetings may be held by video or teleconference. Additional guidelines to address the operation of these meeting may be required.

Personal Liability

No member of the Council is personally liable for any action by the member or by the Council for matters or things done or omitted in good faith in pursuance of the functions of the Council.

Accountability for individual duties

The duties of a member of the Council are owed to the Minister and Council. The Council may bring an action against a Council member for breach of any individual duty. Where the Council believes that the actions of a member may justify his or her removal from office, it must give the Minister of Education a written report stating its reasons for the removal, grounds in support of those reasons and recommendation for removal.

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