



Trustees Code of Conduct

Metanoia Institute

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1. Purpose

- 1.1 This Code of Conduct sets out the standards of behaviour and responsibilities expected of members of the Board of Trustees in exercising their duties.
- 1.2 It ensures that trustees uphold the principles of public life, act in the best interests of the institution and its students, and support the institution's compliance with OfS conditions of registration, notably the Condition E2 which states that: "*The provider must have in place adequate and effective management and governance arrangements to:*
- *Operate in accordance with its governing documents.*
 - *Deliver, in practice, the public interest governance principles that are applicable to it.*
 - *Provide and fully deliver the higher education courses advertised.*
 - *Continue to comply with all conditions of its registration."*
- 1.3 The Code sets out the standards and behaviours that are expected of Trustees and Board members whether acting individually or collectively as a Board. This Code of Conduct (together with the Member's letter of appointment) constitutes the terms and conditions of Board membership which all Trustees agree to comply with when accepting appointment to the Board of Trustees.

2. Core Principles

- 2.1 Trustees shall adhere to the Seven Principles of Public Life (**Nolan Principles**): Introduced in 1995 by the UK government's [Committee on Standards in Public Life](#), these values are enshrined in codes of conduct across the HE sector, and beyond. The Principles are:
- Selflessness – *Trustees should act solely in terms of public interest, and not their own personal interest.*
 - Integrity – *Trustees must 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 – *Trustees must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.*

- Accountability – *Trustees should be accountable for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.*
- Openness – *Trustees should act and take decisions in an open and transparent manner and should not withhold information unless there are clear and lawful reasons for so doing.*
- Honesty – *Trustees should be truthful.*
- Leadership – *Trustees should 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.*

More information on the principles and the history behind them can be found here:

[The Nolan Principles of standards in public life | Good Governance](#)

3. Duties and Responsibilities

3.1 Trustees must:

- 3.1.1 Act in the best interests of the institution, prioritising its mission, values, students, and the public benefit.
- 3.2 Ensure that the decisions taken at the Board of Trustees meetings are free from undue influence from any internal or external interests (see section 5).
- 3.3 Ensure compliance with the OfS regulatory framework, including all relevant conditions of registration (e.g. quality, financial sustainability, student protection, governance).
- 3.4 Commit to the public interest governance principles applicable to the Metanoia Institute as set out in the Governance Handbook and available in Annex B of the OfS's Regulatory Framework.
- 3.5 Exercise proper oversight of academic governance, financial affairs, risk management, and institutional performance.
- 3.6 Safeguard institutional autonomy, academic freedom, and free speech.
- 3.7 Attend meetings regularly and contribute effectively to decision-making.
- 3.8 Respect the collective responsibility of the Board of Trustees once decisions are made, regardless of personal views.

4. Induction

- 4.1 Alignment of a relevant applicant to the above values will be tested before appointment.

- 4.2 A relevant skills matrix, as reviewed and updated by from time to time, will be applied during the selection process.
- 4.3 Fit and Proper person tests will be applied before appointment.
- 4.4 All new Trustees will be required to complete and sign a Fit and Proper Person declaration.
- 4.5 An induction timetable and checklist will be agreed with new Trustees within their first six months of appointment.

5. Conflicts of Interest and Conflicts of loyalty

- 5.1 Trustees will be provided with a copy of the institute's Conflict of Interest Policy at induction.
- 5.2 Trustees must declare any personal or financial interest that may conflict with their duties usually by signing a Declaration of Interests form.
- 5.3 The Head of Governance and Compliance will maintain a public register of interests, and will ensure it is updated annually and as changes arise.
- 5.4 Trustees must withdraw from discussions or decisions where there is an actual or perceived conflict.
- 5.5 Reports of non-adherence to this policy, and other relevant documents, will be a matter of serious consideration for the entire board, will be investigated and may have disciplinary consequences. See section 8 on breaches.

6. Confidentiality

- 6.1 Trustees must treat all non-public information obtained through their role as confidential and must not disclose it without proper authority.
- 6.2 Trustees should seek to foster transparency, but must respect any restrictions necessary for legal, commercial, or privacy reasons.

7. Conduct in Meetings and Communications

- 7.1 Trustees must engage respectfully with one another, staff, and stakeholders.
- 7.2 Debate should be constructive, and challenge should be exercised respectfully and politely using appropriate governance channels.
- 7.3 Public communications (including via media or social media platforms) must reflect the agreed collective position of the Board where applicable.

8. Training and Development

- 8.1 Trustees must participate in induction and ongoing training, including updates on regulatory duties and governance best practice as agreed with the Chair.
- 8.2 The Board of Trustees shall undertake periodic self-evaluation of its performance and the effectiveness of its members.

9. Breach of Code of Conduct

- 9.1 Any breach of this Code will be considered by the Chair (or Deputy Chair if the Chair is involved).
- 9.2 Repeated or serious breaches may lead to a formal investigation and potential removal from the Board in line with the institution's Articles of Association and Articles of Government.

10. Review

- 10.1 This Code of Conduct will be reviewed at appropriate intervals by the Board to ensure its continued relevance and alignment with OfS regulatory requirements and sector good practice in relation to governance.