



**Information for Prospective Co-opted Lay Members of Senate, the
University's Governing Body**

FOREWORD

Thank you for the interest you have shown in membership of Senate, the Governing Body of Queen's University Belfast. Queen's is among the top 1% of global universities and is a member of the Russell Group of UK research intensive universities.

As Chair of Senate, I am particularly proud that Northern Ireland is home to one of the leading universities in the UK and Ireland, with a distinguished heritage and history. This status puts an onus on the University to be a leader within the higher education sector – not just in research and education but also in its management and governance.

Senate is now seeking to appoint a number of co-opted lay members, to act as University charity trustees, with effect from 1 January 2018. Nominations are being invited from those with appropriate senior level experience in a public, private or community/voluntary organisation, as well as experience in a relative specialism, and an understanding of the principles of good governance. It is essential that you have the ability to commit the time and energy necessary to the work of Senate, and its core Committees.

Queen's promotes and celebrates diversity and, in this context, we would welcome and encourage nominations from women and from individuals with a disability or from an ethnic minority community.

If you feel that you have the required skills, expertise, commitment and time, we look forward to hearing from you.

Mr Stephen Prenter
Pro-Chancellor and Chair of Senate



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The University – Background Information

1. The University's Vision

"A world-class, international university that supports outstanding students and staff, working in world-class facilities, conducting leading-edge education and research, focused on the needs of society."

2. A Tradition of Excellence – A World-class Future

The University was established in 1845 as part of the federal Queen's University of Ireland with Colleges in Belfast, Galway and Cork, and was awarded independent degree awarding powers in 1908 when it became a university in its own right. It is one of the oldest universities in the UK: only nine can claim longer lineage. It has a rich and distinguished heritage and holds a special place in the history of education, research and innovation.

Today, Queen's is a dynamic and diverse institution with over 600 international staff and 2000 international students from over 70 different countries. We have over 150,000 alumni in more than 120 countries. Our graduates are role models at home and ambassadors for Northern Ireland abroad. Among our alumni we number two Nobel laureates – the politician David Trimble and the late poet, Seamus Heaney, both of whom served as members of staff. We are also proud of our Queen's graduate John Stewart Bell, widely regarded as one of the most influential scientists of the twentieth century.

Global networks are critical to the future success of the University and Queen's collaborates with many partners across international borders. Amongst its dynamic partnerships are academic links with leading institutions in China, India, Malaysia, and the Americas. Queen's has recently established the China Medical University - Queen's University Joint College (CQC), a joint venture to deliver cutting-edge education in Pharmaceutical Sciences, based in Shenyang. Queen's is also working, in partnership with Dubai Healthcare City (DHCC), the world's largest healthcare free zone, to develop the Mohammed Bin Rashid University of Medicine and Health Sciences (MBR-UMHS) and its College of Medicine.

Making a global impact through excellence in research and innovation across a range of disciplines is central to what we do at Queen's. From new treatments for life-threatening diseases to protecting the lives and livelihoods of some of the poorest people on the planet, the University's research impacts on society around the globe. The Institute for Global Food Security has gained a worldwide reputation for research in several areas of food safety, including uncovering high levels of toxic arsenic in rice, the staple diet of half the world's population. Researchers have also found that almost half of baby rice products contain high levels of inorganic arsenic, despite new limits set by the EU. The Queen's-led programme for the improvement of cancer services in Northern Ireland has resulted in the creation of a comprehensive cancer centre and significantly improved rates of cancer survival. In the arts, the Seamus Heaney Centre for Poetry, home to many leading contemporary poets, underpins the University's reputation as a world literary force.

Queen's has established four Global Research Institutes (GRIs) which bring researchers from different disciplines together on a scale that enables them to tackle major societal challenges. These are the Institute of Electronics, Communications and Information Technology; the Senator George J. Mitchell Institute for Global Peace, Security and Justice; the Institute for Health Sciences; and the Institute for Global Food Security.

Together with six Pioneer Research Programmes, the GRIs involve interdisciplinary collaboration among researchers across the University, as well as with partners in other institutions and from outside the academic world, regionally and globally.

3. The Powers of Senate

Senate is the Governing Body of the University, deriving its powers from the University Statutes and supporting Regulations – these are available on our website, under University Governance - accessible [here](#).

4. Charitable Status

The University successfully registered with the Charity Commission for Northern Ireland on 3 July 2015. As a result, all members of Senate members are trustees of the charity “The Queen’s University of Belfast”. As charity trustees, they are collectively responsible for all the activities of the charity and must observe the requirements of the Charities Act, trustee and other relevant legislation, and have a shared duty of care for the charity.

5. Membership of Senate

5.1 Chair of Senate

Senate is chaired by Mr Stephen Prenter – one of the University’s two Pro-Chancellors. The Chair is responsible for the leadership and effective operation of the Governing Body.

5.2 Composition of Senate

The Governing Body has twenty-three members, as set out below:

- (i) Ex-Officio Members
 - Pro-Chancellors (2)
 - President and Vice-Chancellor
 - Honorary Treasurer
 - President, Students’ Union
- (ii) Academic Council (2 members)
- (iii) Academic Staff (2 members)
- (iv) Support Staff (2 members)
- (v) Students’ Union Council (1 member)
- (vi) Convocation (1 member)
- (vii) Co-opted Lay Members (10 members)

The majority of Senate members serve for four years and are eligible to be considered for one further period of four years.

5.3 Secretary to Senate

Under the Statutes of the University, the Registrar and Chief Operating Officer is Secretary to Senate – any queries relating to the constitution and governance of the University are handled directly through the Registrar’s Office.

The University Senate – Responsibilities

6. Senate Member Responsibilities

The key responsibilities of Senate are detailed in its Statement of Primary Responsibilities – this is attached in Appendix A.

7. Senate Involvement and Time Commitment

7.1 Attendance at Senate Meetings

Senate meets a minimum of four times each year, for approximately three hours on each occasion. Meetings are normally held on Tuesday mornings and dates are notified in advance. In addition, a Senate Away Day is held each year in September/October. To contribute and add value to the work of Senate, regular attendance is essential.

7.2 Core Committees

Members are also expected to contribute to the University's core Committees, through involvement in committees such as the Planning and Finance Committee, the Standing Committee, the Audit Committee, the Remuneration Committee etc.

7.3 Other Engagements

Throughout the year, members are given the opportunity to attend/participate in all aspects of University life – this will include celebratory and ceremonial occasions, such as graduation ceremonies.

7.4 Circulation of Papers

The agenda and supporting papers for each meeting are circulated one week in advance – this allows members time to familiarise themselves with the matters under consideration and to fully contribute to discussion/debate.

All papers are also made available online via BoardPacks and access and relevant training will be provided on appointment.

7.5 Induction, Training and Development

All new members of Senate are required to participate in the Senate Induction Programme (delivered in early 2018) and the ongoing programme of Senate briefings and site visits. The University operates in a highly complex environment and it is important that Senate members have a full understanding of the key priorities and challenges facing the sector and the institution itself.

8. Principles of Public Life/Code of Conduct

Members of Senate must, both individually and collectively, observe the seven principles of public life drawn up by the Nolan Committee – selflessness; integrity; accountability; objectivity; openness; honesty; and leadership.

Members must also comply fully with the University's Code of Conduct – this is attached in Appendix B.

9. Collective Responsibility – Corporate Decision-Making

Senate reaches its decisions generally by consensus or, on occasions, by a majority vote of those present at quorate meetings. Members are openly encouraged to express their views at meetings but must accept collective responsibility for all decisions made by Senate. This collective responsibility holds whether or not a member of Senate is present when a decision is taken and regardless of whether or not they originally supported a specific recommendation. Further information on this responsibility is available within the Code of Conduct.

10. Conflicts of Interest

No member of Senate, nor any organisation with whom that member has a connection, should obtain any advantage, pecuniary or otherwise, through their association with the University and, in particular, their membership of its Governing Body.

On appointment, all members will be asked to complete and, subsequently, maintain their entry in the University's Register of Interests – the Register is held in the Registrar's Office and also made available during each stated meeting of Senate. Members will be expected to declare any interest which may interfere with, or which may be perceived to interfere with, a member's objectivity and independent judgement.

Members will also be expected to disclose any such interest arising during the consideration of Senate/Committee business and to leave the meeting for the duration of all related discussion/debate.

11. Committee of University Chairs (CUC) The Higher Education Code of Governance (2014)

Senate has adopted the CUC Code and members should seek to comply fully with this Code in discharging their responsibilities. Further information on the Code is available at:

<http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf>

12. Review of Senate Effectiveness

In line with the CUC Code, Senate will keep its effectiveness under regular review. Effectiveness is measured against the Statement of Primary Responsibilities, the CUC Code and other emerging best practice, within and without the sector, on corporate governance.

All Senate members are also required to meet with the Chair of Senate, on a one-to-one basis, every two years. The purpose of these meetings is to enable the Chair and members to reflect on their contribution to the work of Senate and ways in which this could be enhanced/supported going forward.

13. Remuneration

The position of Senate member does not attract remuneration, but expenses properly incurred, in respect of any activities carried out on behalf of the University, will be reimbursed.

Co-opted Lay Members on Senate – Selection Process

1. The University's Nominations Committee (the Committee) is responsible for nominating co-opted lay members to Senate. The Committee will bring forward recommendations for consideration by Senate at its meeting on Tuesday, 19 December 2017.
2. The Committee is keen to secure nominations from suitably experienced individuals to serve on Senate, with effect from 1 January 2018. Co-opted lay members are defined as independent external members who are not staff or students of the University. It should also be noted that co-opted members serve in an individual capacity and not as representatives of any organisation or corporate body.
3. The Committee will consider all nominations received in light of:
 - (i) The advice given within the CUC Guide for Members of the Governing Bodies of Higher Education institutions in the UK;
 - (ii) Information on the other membership of Senate, according to constituency, gender, perceived community background, place of domicile etc.
 - (iii) The contribution made by returning members willing to serve again for a further period of office;
 - (iv) The need to attract new members from *inter alia*, business; commerce; the professions; education; the community; and public and other bodies associated with the work of the University.

Queen's promotes and celebrates diversity and, in this context, the Committee would welcome and encourage nominations from women and from individuals with a disability or from an ethnic minority community. All appointments will be made on merit.

4. All nominations received will be assessed against the following essential criteria:
 - At least 5 years' senior level experience in the management and governance of a public, private or community/voluntary sector organisation; and
 - 5 years' relevant specialist experience, within the last 10 years, in, for example, education; finance/accounting; human resources; law; public relations; public policy; management; science and engineering; health; communications; and civic responsibilities.
5. The Committee also reserves the right to apply the following desirable criteria, where appropriate:
 - Evidence of strategic vision/policy formulation.
 - Ability to work in a senior team at Board level.
 - Good interpersonal/communication skills.
 - Knowledge/experience of issues facing the Higher Education sector.
6. The Committee will select on the basis of the information contained within the nomination form. It is, therefore, important that the form is completed as comprehensively as possible, with achievements aligned with both the essential and desirable criteria.

Submitting Nominations

A nomination form is attached in Appendix C and is also available on our website: <http://go.qub.ac.uk/ReconstitutionofSenate>.

Nominations should be sent, in confidence, to:

Registrar's Office
Lanyon Building
Queen's University Belfast
Belfast
BT7 1NN

Alternatively, by email to: reconstitutionofsenate@qub.ac.uk

The deadline for receipt of nominations is **4.00 pm on Friday, 13 October 2017**.

Further Information

For further information on this process, please contact Clare Jamison in the Registrar's Office by phone on 028 9097 2505 or by email on reconstitutionofsenate@qub.ac.uk.

Statement of Primary Responsibilities

1. To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To ensure compliance with the University's Charter, Statutes, Regulations, Scheme of Delegation and other rules, as well as UK and EU legal requirements, where applicable.
3. To delegate authority to the President and Vice-Chancellor, as chief executive, for the academic, corporate, financial, estate and personnel management of the institution. Also, to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
4. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
5. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
6. To establish processes to monitor and evaluate the performance and effectiveness of the Governing Body itself.
7. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the good name and values of the institution.
9. To appoint the President and Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring their performance.
10. To appoint a secretary to the Governing Body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the line of accountability.
11. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate.
13. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
14. To act as trustee for any property, legacy, endowment, request or gift in support of the work and welfare of the institution.
15. To ensure that arrangements are in place for the proper management of health and safety in respect of students, staff and anyone else affected by the University's operations.
16. To ensure, through the appointment of lay persons (in accordance with the Statutes), that there is a balance of skills and experience, amongst the members of the Governing Body, which is sufficient to enable it to meet its primary responsibilities.

Senate: Code of Conduct

1. Charter: Establishment of Senate

The University's Charter states, inter alia, that there shall be a Senate which shall:

- (i) be the Executive Governing Body of the University;
- (ii) be responsible for the management and administration of the revenue and property of the University;
- (iii) subject to the powers of the Academic Council, have general control over the conduct of the affairs of the University;
- (iv) have such other powers and duties as may be conferred on it by the Statutes.

2. Statutes: Powers of Senate

The Powers of Senate are set out in Statute VIII, which is attached in Annex 1. Where necessary, Regulations give effect to these powers.

3. Responsibilities of Senate

3.1 Senate must adhere to the highest standards of corporate governance. This means that members must demonstrate integrity and objectivity in transacting business and must follow a policy of openness and transparency wherever possible, in the dissemination of decisions. In addition to adopting the Code of Governance published by the Committee of University Chairs, Senate has also endorsed the Seven Principles of Public Life as enunciated by the Committee on Standards in Public Life (Nolan Report). These principles are set out in Annex 2.

3.2 Senate, in general, is responsible for ensuring that it conducts its affairs in accordance with the Charter and Statutes. As a result it has the following specific responsibilities along with others derived from the Financial Memorandum with the Department for the Economy and from its Charity registration:

- (i) the determination of the educational character and mission of the University and for oversight of its activities;
- (ii) the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- (iii) approving annual estimates of income and expenditure;
- (iv) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the President and Vice-Chancellor, and the holders of such other senior posts as the Senate may determine;
- (v) setting a framework for the pay and conditions of all other staff;
- (vi) ensuring the existence and integrity of financial control systems and directing the arrangements for internal and external audit;
- (vii) ensuring that the Students' Union operates in a fair and democratic manner and is accountable for its finances;
- (viii) ensuring freedom of speech, within the law, on University premises for staff and students and for visitors;
- (ix) the health and safety of employees, students and others while on the University's premises;
- (x) ensuring that the property and income of the University are applied only in support of purposes which are charitable in law;
- (xi) monitoring institutional performance against planned strategic and operational targets set out in the Corporate Plan, Academic Plans and other relevant University documents.
- (xii) monitoring its own effectiveness in governing the University.

4. Rights of Members of Senate

Members of Senate have the right:

- (i) to be consulted about the dates of meetings;
- (ii) to adequate notice of meetings, and of the business to be transacted at meetings, in accordance with the Standing Orders of Senate;
- (iii) to receive carefully prepared papers and reports that are clear, reasonably succinct and enable members to focus speedily on the key issues for debate and decision;
- (iv) to receive sufficient information from the University to enable them to discharge their duties and responsibilities;
- (v) to express their views in meetings of Senate and its committees on any issue that requires a decision of Senate and to have reasonable time for debate of major issues;
- (vi) to require the Registrar and Chief Operating Officer to convene an extraordinary meeting of Senate if any ten members request such a meeting in writing;
- (vii) to be received courteously in their dealings with members of the University and with other Senate members;
- (viii) to be able to express their views in meetings of Senate and its committees in the secure knowledge and confidence that individual comments will not be attributed to them outside the meeting without their consent;
- (ix) to expect their fellow members of Senate to act with due skill, care and diligence in the discharge of their responsibilities.

5. Performance of Duties by Members of Senate

5.1 Due Care and Diligence

5.1.1 Members should perform their duties with due care and diligence and should bring to bear their relevant skills and expertise.

5.1.2 Members should use their best endeavours to ensure that Senate fulfils its responsibilities and that decisions are taken only in accordance with the powers of Senate identified in Statute VIII.

5.2 Collective Responsibility

5.2.1 The Senate reaches its decisions generally by consensus or, on occasions, by a majority vote of those present at quorate meetings. The open expression of views at meetings is encouraged but members should accept collective responsibility for all decisions made by Senate. This collective responsibility holds whether or not a member of Senate is present when a decision is taken and regardless of whether or not they supported a recommendation originally.

5.2.2 When a member disagrees with a proposed course of action, that member should voice their concerns at a meeting of Senate. They may also do so through the Chair or the Registrar and Chief Operating Officer, preferably with a written submission, if they cannot attend the meeting. This will allow the issue to be fully debated and an informed decision reached.

5.2.3 Where a member's view is held so strongly that they wish to disassociate themselves from a decision of the Senate they should ensure that their dissent is explicitly recorded in the minutes. The member concerned may feel that the matter is one that raises such issues of principle that they cannot accept the decision that has been taken. In such circumstances it will be for that individual to decide whether or not they feel that they can continue as a member of Senate.

5.2.4 Members should recognise that the Vice-Chancellor has specific responsibilities as "Accounting Officer" under the terms of the Financial Memorandum between the University and the Department for the Economy.

5.3 Probity

Members of the Senate owe a fiduciary duty to the University, which means that they are required to act in good faith at all times in their dealings with and on behalf of the Senate. In particular, they must ensure that:

- 5.3.1 the University's assets and resources are applied only for proper purposes;
- 5.3.2 they exercise their powers in the interests of the University, not for any ulterior purpose or to benefit themselves or anyone else at the University's expense;
- 5.3.3 at meetings of the Senate and its committees, they are not bound in their speaking and voting by mandates given to them by other bodies or persons;
- 5.3.4 they avoid any conflict between their personal interests and their duties to the University, or any conflict which might interfere with the exercise of their independent judgement;
- 5.3.5 they declare all pecuniary, business, family or other personal interests in the Register of Interests and ensure that the Register entry is modified as soon as any changes to their circumstances occur;
- 5.3.6 they declare any pecuniary, business, family, or other interest in a contract, proposed contract or other matter to be determined by the Senate or a University committee as soon as possible after commencement of the meeting; and that they take no part in the consideration or discussion of the contract or other matter, nor vote on it, and that they withdraw from the meeting for consideration of it;
- 5.3.7 they do not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity; and that they report any offer of such gifts, hospitality or benefits to the Registrar and Chief Operating Officer.

6. Confidentiality of Business

- 6.1 There should be a general presumption that the principles of openness and transparency should apply to the publication of the proceedings of the Senate and its committees. Members should keep confidential, however, any matter which the Chair of the Senate, the Senate itself, the Chair of a committee, or the committee itself has determined should be dealt with on a confidential basis.
- 6.2 It is important that the Senate and its committees have full and frank discussion on important issues in order that collective decisions can be taken properly. Members should have the right to enjoy mutual trust and confidence. Members should refrain therefore from reporting outside a meeting individual comments and expressions of opinion that were expressed within the confines of a meeting.
- 6.3 Members should not make statements to the press or media or at any public meeting that purport to represent the Senate's view or speak on behalf of the Senate, without having first obtained the consent of the Chair or, in his or her absence, a Pro-Chancellor or the Vice-Chancellor.

7. Attendance at Meetings

Members are expected to use all reasonable endeavours to attend meetings of Senate and of those Committees on which they sit.

Statute VIII

Powers of the Senate

1. Subject to the provisions of the Charter and these Statutes the Senate shall have power to regulate and determine all matters concerning the University, shall exercise all the powers and discretions of the University, and shall by Regulation prescribe the form, custody and use of the Common Seal. In exercise of its powers the Senate shall have regard to the obligations under the Charter to provide and maintain equality of opportunity to all persons.
2. The Senate may delegate any of its functions and may withdraw any such delegation at any time.
3. The Senate shall have power to make and amend its Statutes and Regulations for the general government of the University, subject to the following conditions:
 - (a) No Statute or Regulation shall be altered so as to change the status, powers, or constitution of any of the Authorities of the University until such Authority shall have had an opportunity of pronouncing an opinion upon the proposed change.

The Authorities of the University are:

 - The Chancellor
 - The Pro-Chancellors
 - The Vice-Chancellor
 - The Honorary Treasurer
 - The Senate
 - The Academic Council
4. The Senate may from time to time appoint Committees, including joint committees with the Academic Council, consisting wholly or partly of persons not being members of the Senate, with such powers and duties as the Senate thinks fit. When appointing members to committees, the Senate shall use its best endeavours to ensure that the membership of the committees is representative of the diversity of the Northern Ireland Community.
5. No resolution of the Senate seeking to enact, alter, amend or add to the Charter and Statutes shall have effect unless:
 - (a) any proposed amendments are brought forward and adopted at one meeting of the Senate;
 - (b) a copy of the proposed amendments, updated to reflect any comments put forward by the Senate at its meeting, are forwarded to the Academic Council for consideration at its stated meeting;
 - (c) the Senate has considered any subsequent representation made by the Academic Council;
 - (d) the Senate has confirmed the resolution with or without amendment, at a subsequent meeting held within six months after the former meeting. Resolutions (with or without amendments) must be supported by not less than three-quarters of those present and voting.
6. The Senate shall prescribe from time to time Regulations/Procedures to govern all appointments of office holders and members of staff.

7. The Senate shall have power upon receiving a report of the Standing Committee to take into consideration the conduct of any Holder of Office provided for in these Statutes (other than a person to whom Statute XII applies) and for good cause to remove him/her from his/her office; provided that the resolution for such removal shall not be carried unless supported by the votes of a majority of the then members of the Senate and unless due notice and opportunity for showing cause against the exercise of such power shall have been given to such Holder of Office provided for in these Statutes.

The Committee on Standards in Public Life: Seven Principles of Public Life

1. Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

3. Objectivity

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. Leadership

Holders of public office should promote and support these principles by leadership and example.

