

# Council and Council Committees

## Code of Conduct and Values

At UNSW we display respect, demonstrate excellence, drive innovation, build collaboration and embrace diversity. Members of Council and Council committees must act with integrity, honesty and trust.

### 1. Purpose

The UNSW *Code of Conduct and Values* sets out the University's expectations of student, employees, affiliates, consultants and contractors with respect to their conduct. The *Council and Council Committees Code of Conduct and Values* outlines professional commitments and conduct that ensures members of Council and Council committees perform their duties set out in Schedule 2A of the [University of New South Wales Act 1989](#) (see Appendix 1) and align with the [Code of Governance Principles and Practice for Australia's Public Universities](#) (**Code of Governance**).

This Code does not exclude or replace the rights and obligations of members of Council and Council committees according to other legally binding obligations, standards and industry codes (including those stated in section 5, 'Compliance with this Code').

### 2. Scope

This Code applies to members of Council, Council committees, and to any members of those committees who are not members of Council, and includes any function, decision, action, inaction and communication at, for or on behalf of UNSW during and outside of normal business hours. This Code applies to staff and students in their capacity as members of Council.

### 3. Commitments

Members maintain the University's positive reputation and good standing by conducting themselves in a way that does not diminish public trust in UNSW.

#### 3.1 Conflict of Interest

- 3.1.1. Members must operate in the best interests of the University, at all times preferring the University's benefit to any:
  - personal advantage, whether financial or otherwise;
  - advantage of another person or organisation; or
  - advantage of any group qualifying a member for election or appointment to Council.
- 3.1.2. Members must not use information obtained in the course of official duties:
  - to obtain, directly or indirectly, any advantage for themselves or for any other person or organisation; or
  - to cause detriment to the University.
- 3.1.3. Members must accurately disclose and manage any actual, perceived or potential conflict of interest, direct or indirect (including in relation to disciplinary, professional, commercial or personal matters), which conflicts with their duty to the University. Where the conflict relates to a matter being considered or about to be considered at a meeting of the Council, the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the

interest to the University Secretary. The interest must also be disclosed at a meeting of the Council.

- 3.1.4 The University Secretary maintains:
- a register of interests which is disclosed regularly to the Council, and
  - a Public Conflict of Interest Register which is updated annually.
- 3.1.5 It is not obligatory to disclose an interest which naturally follows from membership of the group qualifying the member for election or appointment to Council and is not otherwise special or personal to the member.
- 3.1.6 Members must maintain independence and fully disclose relevant gifts and benefits to the University Secretary (or the committee secretary), who keeps a record for this purpose.

### **3.2 Serious wrongdoing**

- 3.2.1 To enable UNSW to prevent, detect, report and respond to serious wrongdoing and fraud and corruption risks, members are responsible to report suspected serious wrongdoing including corruption risks and acknowledge that specific legal protections apply when reporting or assisting in a serious wrongdoing investigation.
- 3.2.2 Members must not engage in corruption which can include fraud, theft, bribery, unreasonably influencing others, acting dishonestly or unethically in a way that constitutes or involves a breach of public trust, and the misuse of intellectual property, resources, information technology, materials and information.
- 3.2.3 Reports of serious wrongdoing by the UNSW community including members are managed in accordance with the *Public Interests Disclosure (Whistleblowing) Policy and Procedure*.

### **3.3 Privacy**

- 3.3.1 UNSW is committed to being transparent with the community about how it manages privacy and has implemented measures to comply with its obligations under privacy laws including [the Privacy and Personal Information Protection Act 1998](#) (NSW).
- 3.3.2 Members must respect privacy, ensuring that personal information, data and records are managed in accordance with legislation and members must take reasonable precautions to prevent unauthorised use or disclosure of personal information, including but not limited to:
- personal information and health information held by the University; and
  - personnel matters affecting specific employees of the University, such as appointments and promotions, salary matters, disciplinary proceedings, or investigations of alleged misbehaviour.

### **3.4 Confidentiality**

- 3.4.1 The purpose of Council confidentiality is to assist Council to perform its functions while providing proper protection to the legitimate interests of the University and of individuals. Members have an obligation not to disclose confidential information accessed in fulfilling their obligations to the University.
- 3.4.2 For members to comply with the obligation of confidentiality, all information should be considered confidential unless otherwise stated. Established governance practices will normally make clear the status of information presented. Clear explanation of these practices will be provided through the formal induction process, and members must familiarise themselves with the established practices.
- 3.4.3 Where a member is in any doubt about the status of Council information, they must obtain clarification from the University Secretary or the Chancellor.
- 3.4.4 Matters cease to be confidential once they have been officially made public by authority of Council in accordance with the [UNSW Data Classification framework](#).

### **3.5 Data**



As part of the University's legislative obligation to identify, assess, manage and respond to data breaches, if data that has been shared with members in confidence is compromised as articulated in the [UNSW Data Breach Procedure](#), members must identify and report the data breach to the IT Service Centre ([itservicecentre@unsw.edu.au](mailto:itservicecentre@unsw.edu.au)). Examples of a data breach include:

- accidental loss, unauthorised access, or theft of material, data or equipment on which such data is stored (e.g. loss of paper record, laptop, iPad or USB stick);
- a compromised user account (e.g., accidental disclosure of user login details through phishing);
- the loss or theft of a device containing personal information or health information; and
- UNSW inadvertently providing personal information or health information to an unauthorised person or entity.

## 4 Conduct

- 4.1 Members should strive for the highest standards of personal behaviour in their dealings with other members and the UNSW community. Members are also entitled to expect that the same principles should guide the treatment they receive from others. UNSW is mindful of power imbalances, rights and responsibilities when people: communicate and interact with other people, make choices and decisions.
- 4.2 Members agree to clear boundaries for respectful and professional interaction and must:
- 4.2.1 be courteous, promptly responsive, and treat people with respect;
  - 4.2.2 accept the rights of others to, subject to clause 4.2.1, express personal opinions and to act on personal belief, within legal and ethical limits, and handle differences of opinion through rational debate, allowing different points of view to be expressed;
  - 4.2.3 behave fairly, and respect the rights and obligations of others, including their right to fair working conditions and their right to privacy;
  - 4.2.4 give due acknowledgement to the work and contributions of others. Members must not harm people's reputations or career prospects in a way that is gratuitous or otherwise unfair; and
  - 4.2.5 avoid patronage and favouritism. Members must not allow personal relationships to affect professional relationships.
- 4.3 There is no place for:
- 4.3.1 unlawful discrimination, harassment, racism or vilification;
  - 4.3.2 any form of violence including gendered violence;
  - 4.3.3 child exploitation, harassment, neglect or abuse;
  - 4.3.4 victimisation, intimidation, bullying, coercion, humiliation, or any form of detrimental action towards a person;
  - 4.3.5 unlawful human rights violations. UNSW respects and protect human rights by implementing practices including those that identify and mitigate risks of [modern slavery](#). UNSW performs due diligence to respond to modern slavery risks, especially where it conducts research or engages in research services, invests funds, and manages facilities and contracts; or
  - 4.3.6 foreign government interference.
- 4.4 With regard to public statements:
- 4.4.1 Only the Chancellor or the Chancellor's nominee may speak publicly on behalf of Council. A member may not speak for or represent Council in any form unless specifically requested to do so by the Chancellor.
  - 4.4.2 In circumstances where audiences might reasonably conclude a personal or collective view is representative of Council or the University, Council members



expressing opinions must clearly state that such opinions are their own and are not representative of Council or the University or expressed as a Council member.

## 5 Compliance with this Code

- 5.1 Alleged breaches of this Code will be managed in accordance with the definitions, responsibilities and processes outlined in the [Complaints Management and Investigations Policy and Procedure](#).
- 5.2 Council will be informed of any material breaches of this Code.
- 5.3 Pursuant to the [University of New South Wales Act 1989](#), Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A of the Act (see Appendix 1 and clause 7.4 of the Council Charter).
- 5.4 UNSW has the responsibility to report certain breaches including suspected breaches of this Code to external agencies.
- 5.5 Members must comply with:
- 5.5.1 all relevant Commonwealth and State laws including specific legislative obligations and standards for tertiary education providers;
  - 5.5.2 directions of security and emergency responders during incidents and emergencies;
  - 5.5.3 industry codes that UNSW has adopted including [A Model Code for the Protection of Freedom of Speech and Academic Freedom in Australian Higher Education Providers](#). Where there is a conflict between the Model Code and the other parts of this Code, the Model Code will prevail;
  - 5.5.4 A breach of one or more of the above forms a breach of this *Council and Council Committee Code of Conduct and Values*.
- 5.6 Members are required to:
- 5.6.1 sign the Code immediately following appointment, prior to reappointment, and as requested when there are material changes to the Code.
  - 5.6.2 complete Council and committee induction processes and any recommended professional development programs;
  - 5.6.3 have a reasonable awareness of the legal framework within which they carry out their functions and the duties;
  - 5.6.4 in a timely manner read and, if required, respond to all communications sent by university recognised forms of communication during normal work hours;
  - 5.6.5 correctly identify themselves and produce photo identification upon request;
  - 5.6.6 keep login details safe and secure and refrain from disclosing passwords to anyone else;
  - 5.6.7 carefully manage their UNSW digital footprint; and
  - 5.6.8 not impersonate or misrepresent another person.

## 6 Application of this Code

It is the responsibility of the Chancellor and the University Secretary to guide members of Council and Council committees on the application of this Code, subject to the advice of the Chief Legal Officer where appropriate.

**Effective:** 14 April 2025

**Responsible:** Council

**Lead:** Director of Governance & University Secretary



**UNSW**  
SYDNEY

## Appendix 1 - Duties of Council Members

The [University of New South Wales Act 1989](#) sets out the duties of Council members and Council Committees (excerpt below):

### 1 Duty to act in best interests of University

A member of the Council must carry out his or her functions—

- (a) in good faith in the best interests of the University as a whole, and
- (b) for a proper purpose.

### 2 Duty to exercise care and diligence

A member of the Council must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.

### 3 Duty not to improperly use position

A member of the Council must not make improper use of his or her position—

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

### 4 Duty not to improperly use information

A member of the Council must not make improper use of information acquired because of his or her position—

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

### 5 Disclosure of material interests by Council members

(1) If—

- (a) a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and
- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter, the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.

(2) A disclosure by a member of the Council at a meeting of the Council that the member—

- (a) is a member, or is in the employment, of a specified company or other body, or
- (b) is a partner, or is in the employment, of a specified person, or
- (c) has some other specified interest relating to a specified company or other body or to a specified person, is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).

(3) Particulars of any disclosure made under this clause must be recorded by the Council in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Council.

- (4) After a member of the Council has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines—
- (a) be present during any deliberation of the Council with respect to the matter, or
  - (b) take part in any decision of the Council with respect to the matter.
- (5) For the purpose of the making of a determination by the Council under subclause (4), a member of the Council who has a material interest in a matter to which the disclosure relates must not—
- (a) be present during any deliberation of the Council for the purpose of making the determination, or
  - (b) take part in the making by the Council of the determination.
- (6) A contravention of this clause does not invalidate any decision of the Council.
- (7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 20G or the person's remuneration pursuant to clause 10 of Schedule 1.
- (8) This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.
- (9) For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.
- (10) In this clause—
- associate** of a member means any of the following—
- (a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,
  - (b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,
  - (c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.

**Note—**

"De facto partner" is defined in section 21C of the [Interpretation Act 1987](#).

