



## SENATE CODE OF CONDUCT

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## SENATE CODE OF CONDUCT

### 1. INTRODUCTION

1.1. The Botswana Open University is committed to the highest standards of corporate governance. Its commitment to ensure a reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as regard for the highest standards of conduct and personal integrity of those involved in its governance structures. The University seeks to promote and support an ethical culture through ensuring that members of its governance structures provide ethical leadership.

1.2. Statute X of the Botswana Open University Statutes states as follows:

#### **10.1 Code of Conduct**

10.1.1 There shall be promulgated by Senate a Code of Conduct for members of Senate and Senate Committees as well as any member of any other Committee created by Senate.

10.1.2 The purpose of the Code of Conduct shall be to ensure the highest standards of integrity in the conduct of Senate business and to avoid both impropriety and/or any appearance of impropriety.

1.3. In accordance with the Statutes, this Code of Conduct is designed to guide the members of Senate and its Committees in their personal and professional conduct as committee members. The Code makes clear that it is the personal responsibility of each member to comply with all applicable policies and regulations; to refrain from any dishonest or unethical conduct; to act in a professional manner; and to treat others with respect.

### 2. DEFINITIONS

2.1 **Due Care** – refers to the degree of care which is expected from a reasonable person under the circumstances.

2.2 **Ethical** – means adherence to the principles of correct conduct a person is obligated to follow in a particular domain of action.

2.3 **Fiduciary** - means being in a position of trust and with the obligation to act in the best interests of the University.

### **3. PURPOSE**

- 3.1. This Code is intended to focus the members of Senate and its Committees on areas of ethical risk; to provide guidance to members to help them recognise and deal with ethical issues; and to help foster a culture of honesty, integrity and accountability.
- 3.2. The purpose of this Code is to uphold the highest legal, ethical and moral standards within academic decision-making in the Botswana Open University.

### **4. SCOPE**

- 4.1. The Code is applicable to all members of Senate and Senate Standing Committees, as well as to any member of any other Committee created by Senate under Statute 8.4.1.7.7.
- 4.2. It is binding on all members and members are therefore advised to be familiar with and abide by the Code. Senate will not permit any waiver of principles stated herein to any Member.
- 4.3. The Secretary of Senate shall be the Compliance Officer for the purpose of this Code. In the event of violation by the Secretary, the matter shall be handled by the Chair.
- 4.4. Violations of the Code will be regarded as misconduct and will be dealt with in accordance to the relevant policies of the University.
- 4.5. Members of Senate and its Committees shall not be indemnified from liability arising from unethical conduct and shall be held personally liable. However, Members shall be indemnified for legitimate actions taken in their capacity as members of Senate and/or its Committees.

### **5. FUNDAMENTAL PRINCIPLES**

The following fundamental principles set out the obligations of the members of Senate and its Committees. Members are urged to collectively and individually cultivate the following characteristics and exhibit them in their conduct in dealing with the University's academic business:

## 5.1. Integrity and Professionalism

Members shall act with integrity in all professional relationships. Integrity implies not merely honesty, but fair dealing and truthfulness. Senate members shall, with respect to personal integrity and professionalism, do the following:

- 5.1.1. promote mutual trust, respect and teamwork;
- 5.1.2. act in good faith, be loyal and act in the best interests of the University;
- 5.1.3. act ethically beyond mere legal compliance;
- 5.1.4. set the tone for and promote academic integrity; and
- 5.1.5. promote an ethical organisational culture.

## 5.2. Objectivity

Members shall not allow bias, conflicts of interest or undue influence of others to compromise their professional judgement.

## 5.3. Professional Competence and Due Care

- 5.3.1. Members have a continuing duty to maintain professional knowledge and skill to give competent professional service to Senate and/or its Committees.
- 5.3.2. Members should take steps to ensure they have sufficient knowledge of BOU and Open and Distance Learning, the environment in which the University operates, and the key policies, regulations and standards applicable to the academic work of the organisation, in order to make meaningful contributions and informed decisions.
- 5.3.3. Members shall act with due care, skill and diligence, and take reasonable steps to be well-informed about matters for decision.

## 5.4. Responsibility

- 5.4.1. Members should assume collective responsibility for steering and setting the academic direction of BOU, approving academic policies, plans and programmes, overseeing and monitoring academic standards, and ensuring accountability for academic performance.
- 5.4.2. Members should attend all meetings and devote sufficient time and effort to prepare for those meetings.

## 5.5. Accountability

Members should answer for the execution of their responsibilities even where these were delegated.

## 5.6 Fairness

Members should adopt a stakeholder-inclusive approach in the execution of their governance roles and responsibilities.

## 5.7 Transparency

Members of Senate and its Committees should be transparent in the manner in which they exercise their roles and responsibilities.

## 5.8 Confidentiality

5.8.1 Members shall respect the confidentiality of information acquired as a result of their membership of Senate and its Committees, and shall not disclose any such information to third parties without proper and specific authority unless there is a legal duty to disclose.

5.8.2 Similarly, information so gained shall not be used in any way to the personal advantage of members or third parties.

## 5.9 Avoidance of Conflict of Interest

It is a requirement that all members should declare any conflict of interest that arises in the course of conducting the business of Senate and its Committees. Disclosure of interest will be governed by Section 25 of the BOU *General Conditions of Service*.

## 5.10 Fiduciary Duty

Senate members have an obligation at all times to act in the best interests of the University.

## 6. ENCOURAGING REPORTING OF UNETHICAL BEHAVIOUR

6.1.1 Members must practice and promote ethical behaviour. Through the adoption of this Code, Senate:

6.1.1.1 affirms its expectation that members should engage the Chairperson or Secretary when in doubt about the best course of action in a particular situation;

- 6.1.1.2 affirms its expectation that members report violation of regulations and this Code of Conduct;
- 6.1.1.3 confirms that it prohibits retaliation against anyone who makes a report in good faith.

## **7. SENATE ACTIVITIES**

7.1 Members shall with respect to Senate activities:

- 7.1.1 Dedicate adequate time and effort to matters of Senate in order to ensure that the duties and responsibilities owed by them are satisfactorily discharged;
- 7.1.2 Be prepared for and participate in meeting discussions and voting. Once voting is completed, all members shall support Senate's decisions.

7.2 Failure to comply with the Senate Code of Conduct will be regarded as misconduct and will be dealt with in accordance to the relevant policies of the University. It may result in removal of a member from Senate and/or its Committees.

## **8. COMPLIANCE PROCEDURE**

Members should communicate any suspected violation promptly. Members should raise any such concern with the Senate Chairperson and/or Secretary, who, if they deem appropriate, will table the matter before Senate. In all questions involving ethics and conduct, Senate shall make relevant determinations, except that any individual whose conduct is at issue shall not participate in such decisions.

## **9. REVIEW**

This Code of Conduct shall be reviewed every three years or earlier as necessary.