



UCFB*

Code of Conduct

Owner:	Board of Directors
Author:	Governance Manager & Clerk to Board of Directors
Version Number:	2.0
Approved Date:	Board of Directors
Approved By:	Board of Directors
Date of Commencement:	October 2026
Date of Last Review:	August 2026
Date for Next Review:	August 2027

*UCFB is the trading name of University Campus of Football Business Limited

1.0 Purpose

- 1.1 This Code of Conduct sets out the standards of behaviour expected of all members of the Board of Directors (“the Board”). It establishes the standards of conduct expected of Directors and promotes integrity, accountability, transparency and effective governance.
- 1.2 The Board are charged with ensuring and demonstrating integrity and objectivity in the transaction of business and wherever possible follow a policy of openness and transparency in the dissemination of decisions.

2.0 Regulatory and Governance Framework

- 2.1 This Code of Conduct reflects the principles of the Committee of University Chairs (CUC) Higher Education Code of Governance (2026), the Seven Principles of Public Life (Nolan Principles) and the regulatory expectations of the Office for Students (OfS). UCFB is committed to applying these frameworks in the spirit of continuous improvement and effective governance.
- 2.2 This Code should be read and applied alongside UCFB’s Articles of Association, the Standing Orders and other relevant governing documents. Where there is any inconsistency, the relevant governing document shall prevail.

3.0. Core Principles

- 3.1 The Board shall uphold the Nolan Principles, the Seven Principles of Public Life.

Selflessness: Holders of 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 family, or their friends.

Integrity: Holders of 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.

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

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.

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

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.

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

- 3.2 Members of the Board are expected to demonstrate these principles in all Board and Committee activities and when representing the institution.

4.0 Expected Standards of Conduct

- 4.1 Directors act as stewards of the institution and are expected to exercise their responsibilities in a manner that supports the long-term sustainability, success and reputation of UCFB.
- 4.2 Directors are expected to uphold the highest standards of integrity, professionalism and personal conduct in carrying out their duties. As stewards of UCFB's mission, reputation and long-term success, members should conduct themselves in a manner that promotes confidence in the institution's governance and decision-making. Directors should exercise sound judgement, act in good faith and demonstrate a commitment to the values and objectives of UCFB.
- 4.3 Directors are expected to treat, colleagues, students and external stakeholders with dignity, courtesy and respect. The Board should provide an environment in which differing perspectives are welcomed and considered, recognising that constructive challenge and robust debate are essential components of effective governance. Members should express views openly and respectfully, listen to alternative viewpoints and contribute positively to collective decision-making.
- 4.4 Directors have a responsibility to promote equality, diversity and inclusion and to support a culture in which all individuals are treated fairly and with respect. Members should seek to ensure that their conduct contributes to an environment that is inclusive, collegiate and consistent with the values of UCFB.
- 4.5 Directors must act at all times in a manner that protects and enhances the reputation of UCFB. They should comply with all applicable legal and regulatory requirements, together with the institution's policies, procedures and governing documents. All should be mindful that their actions, both within and outside Board meetings, may affect public confidence in the institution and its governance.
- 4.6 Under no circumstances should a Director use their position, influence or access to information for personal benefit or to secure an improper advantage for themselves or any other person or organisation. Any actual, potential or perceived conflict between personal interests and the interests of UCFB must be disclosed and managed in accordance with the institution's governance requirements.

5.0 Collective Responsibility

- 5.1 The Board of Directors exercises its authority collectively. While individual

members bring their own experience, expertise and perspectives to Board discussions, decisions of the Board are made collectively and members share responsibility for those decisions. The effectiveness of the Board depends upon open discussion, constructive challenge and mutual respect between members.

- 5.2 Directors are expected to participate actively in meetings, contribute their views honestly and independently, and support a culture in which differing opinions can be expressed and considered. Once a decision has been reached through the Board's agreed processes, members are expected to support and uphold that decision, regardless of any views expressed during deliberations. Where concerns remain, these should be raised through appropriate governance mechanisms and not outside the Board's established processes.

6.0 Conflicts of Interest

- 6.1 Directors have a duty to act solely in the interests of UCFB and must ensure that their personal, professional, financial or other interests do not improperly influence their judgement or decision-making.
- 6.2 Members are expected to be open and transparent in declaring any actual, potential or perceived conflicts of interest at the earliest opportunity. Such interests must be recorded and managed in accordance with the Board's procedures and any applicable regulatory requirements. Where a conflict arises, members should withdraw from discussions or decisions where appropriate and comply with any direction given by the Chair.
- 6.3 The management of conflicts of interest is central to maintaining trust in the Board's independence, integrity and effectiveness. Directors should therefore exercise caution whenever a situation could reasonably be perceived as affecting their impartiality.

7.0 Confidentiality

- 7.1 In carrying out their duties, Directors will receive information that is confidential, commercially sensitive or otherwise restricted. Members are expected to respect the confidentiality of Board business and to use information obtained through their role only for legitimate governance purposes.
- 7.2 Confidential information should not be disclosed to third parties unless authorised by the Board or required by law. Directors should also take reasonable steps to ensure that Board papers, electronic documents and discussions are managed securely and appropriately.
- 7.3 The duty of confidentiality continues after a member has ceased to serve on the Board. Former members must not disclose or make use of information acquired through their position for personal benefit or to the disadvantage of UCFB.

8.0 Attendance, Preparation and Development

- 8.1 Directors have a responsibility to devote sufficient time and attention to the discharge of their governance duties. Effective governance depends upon members being well prepared, informed and engaged in the work of the Board.
- 8.2 Members are expected to attend meetings regularly, review papers in advance and contribute constructively to discussions and decision-making. Where attendance is not possible, apologies should be submitted to the Governance Manager & Clerk to the Board of Directors.
- 8.3 Directors should also take responsibility for maintaining and developing their knowledge and understanding of higher education, governance, regulation and the strategic environment in which UCFB operates. Members are expected to participate in induction, training and development activities to ensure they remain effective in their role.

9.0 External Communications and Representation

- 9.1 The reputation of UCFB relies upon clear, accurate and consistent communication. Directors should be mindful that their position may lead others to associate their views or actions with those of the institution.
- 9.2 Members should not represent themselves as speaking on behalf of the Board or UCFB unless specifically authorised to do so. Where Directors engage with external stakeholders, media representatives or regulatory bodies, they should do so in a manner that supports the reputation, interests and governance of the institution.
- 9.3 Nothing in this Code prevents members from expressing personal views. However, Directors should make clear when they are speaking in a personal capacity and should take reasonable care to avoid creating confusion regarding the position of the Board or the institution.

10.0 Office for Students (OfS) Requirements and Annual Declarations

- 10.1 UCFB is required to maintain effective governance arrangements that meet the expectations of the Office for Students and other relevant regulatory bodies. Directors therefore have an ongoing responsibility to conduct themselves in a manner consistent with the standards expected of individuals entrusted with oversight of a higher education provider.
- 10.2 Members must remain fit and proper persons throughout their term of office and must promptly notify the Chair and Governance Manager of any matter that may affect their suitability to serve. Directors are expected to uphold public confidence in both the Board and the institution through their conduct, judgement and decision-making.
- 10.3 To support these obligations, all Directors are required to complete annual Fit and Proper Person declarations, Declarations of Interest and any other governance assurances determined by the Board from time to time. Members must also confirm annually that they have read, understood and will comply

with this Code of Conduct.

11. Breaches of the Code

- 11.1 Alleged breaches of this Code shall be considered by the Chair of the Board or, where appropriate, the Deputy Chair.
- 11.2 Where a breach of this Code is substantiated, any action taken in response shall be determined in accordance with the Articles of Association, the Standing Orders and any other relevant governing documents.
- 11.3 The Code of Conduct is intended to set out the principles and standards of conduct expected of Directors and does not, of itself, confer any additional powers or sanctions on the Board. Any action taken should be proportionate to the nature and seriousness of the matter, and may include informal resolution, additional training, or such other action as is available under the relevant governing documents.

12. Code of Conduct Review

- 12.1 This Code of Conduct will be regularly reviewed so that it reflects and helps to deliver the highest standards of corporate governance.

13. Links to other policies, procedures, and sources of support

- 13.1 This Code should be read alongside the:

Articles of Association

[Academic Committee Handbook](#)

Board of Directors Standing Orders

[Conflict of Interest Policy](#)

[Conflict of Interest Training Video](#)

[FPP and Declaration of Interest Process](#)

[Scheme of Delegation](#)

[UCFB Policies](#)