

TUNG WAH COLLEGE

Code of Conduct for BoG/CC and Committee Members

Preamble

1. In June 2015, the Committee on Self-financing Post-secondary Education (CSPE) promulgated the *Code of Good Practices on Governance and Quality Assurance* (the “Code”) (Appendix A) for all self-financing post-secondary institutions in order to enhance the quality, transparency and sustainable development of the self-financing post-secondary education sector.
2. Further to promulgation of the *Code* by CSPE, the College was included in the EDB’s Non-means-tested Subsidy Scheme (i.e. a non-means-tested annual subsidy of \$30,000 will be provided to eligible new and continuing students pursuing full-time locally-accredited local and non-local self-financing undergraduate and top up degree programmes in Hong Kong) and participated in the Seventh Matching Grant Scheme. Under the two schemes, Tung Wah College was required to sign undertakings with EDB to have a full compliance with the *Code* and a full implementation of the *Code*.
3. The key aspects covered by the *Code* are institutional governance, programme design and delivery, and staff, other resources and student support. Clause 1.4.5 under institutional governance of the *Code* reads “An institution should have in place a written code of conduct for members of its governing board, management and other key committees as well as staff, spelling out their rights and duties and setting out clear procedures and guidelines for declaration of interests”.
4. To comply with the *Code* promulgated by the CSPE, this **Code of Conduct** is intended to guide members of the Board of Governors (BoG) and College Council (CC) in the performance of their duties. The Code of Conduct does not exclude or replace the rights and obligations of BoG/CC members according to the law. The provisions of this Code of Conduct apply to BoG/CC committees, and to any members of those committees who are not members of BoG/CC.
5. At the 24th meeting of CC held on 5 November 2014 and the 19th meeting of BoG held on 26 February 2015 of the College, the importance of the general confidentiality rules in relation to the College’s internal information was discussed and a document on “Confidentiality and Disclosure of the College’s Internal Information” was approved and came into effect since then. All BoG and CC members were required to observe and comply with the rules.

General Principles

6. BoG/CC members must act in good faith and always in the best interests of Tung Wah College, at all times preferring the College’s benefit to:
 - a) personal advantage, whether financial or otherwise;
 - b) the advantage of any other person or organization; or
 - c) the advantage of any group qualifying a member for election or appointment to BoG/CC, such as the student union, the staff body, the alumni association or the sponsoring body of TWGHs from which the member was elected or nominated.

7. For members who are elected by particular constituencies or are appointed by specific authorities, they should be attending BoG/CC meetings as Tung Wah College's BoG/CC members once they got elected, rather than as delegates or representatives of the constituencies which had elected them. They should think from the perspective of the College and act in the best interests of the College as a whole rather than from their own particular constituencies whom they represent once they serve on the BoG/CC.

Typical scenarios include but are not limited to the following:

- a) During decision making of tuition fees increase, the student representative sitting in the CC should think from the perspective of TWC which may include the considerations of programmes' viability and the College's financial sustainability, etc. rather than only from a student's perspective as a fee payer;
- b) When deliberating the staff's remuneration package, the staff representatives should focus on the best interests of TWC by taking into consideration of various factors including the College's financial affordability, strategic directions, competitiveness, etc. rather than on the self-interests of the staff's body;
- c) While contemplating various College's issues, inter alia allocation of College's resources such as closing an academic department from which the alumni graduated, or allocating office space on campus to alumni office versus to other student bodies, or potential relocation of alumni office on campus, the alumni representative sitting in the BoG should think from the perspective of TWC and act in the best interests of TWC rather than from the perspective of the alumni association;
- d) While contemplating various College's issues, inter alia fundraising principles and solicitation of donors, campus expansion and programme development, the TWGHs representatives should think from the perspective of TWC and act in the best interests of TWC rather than from the perspective of TWGHs.

Personal Behaviour

8. BoG/CC members should strive for the highest standards of personal behavior in their dealings with other members of BoG/CC and with other members of the College community, in accordance with the following ethical principles. BoG/CC members are also entitled to expect that the same principles should guide the treatment they receive from others.
9. BoG/CC members must:
- a) be courteous and promptly responsive, and treat people with respect;
 - b) not behave towards a person in a way which harasses, intimidates, bullies, coerces, threatens, humiliates, insults, or vilifies him or her;
 - c) behave fairly, and respect the rights and obligations of others, including their right to working conditions and their right to privacy;
 - d) keep personal information in confidence;
 - e) not allow personal relationships to affect professional relationships and, in particular, avoid patronage and favouritism;
 - f) be selfless and take decisions solely in terms of the College's interest, and must not do so in order to gain financial or other material benefits for themselves, their families or their friends.
 - g) not harm people's reputations or career prospects in a way that is gratuitous or otherwise unfair, and give due acknowledgement to the work and contribution of others;
 - h) not discriminate on prescribed grounds, which in the College context include: gender and/or sexual orientation; racial, ethnic, cultural and/or religious background; disability; marital status; age; union membership; political affiliation or belief; and family responsibilities;
 - i) respect the rights of others to express personal opinions and handle differences of opinion through rational debate, allowing different points of view to be expressed.

Conflict of Interest

10. BoG/CC members should disclose any interest, direct or indirect, which conflicts with their duty to the College. A conflict of interest situation arises when the “private interests” of BoG/CC members compete or conflict with the interests of the College. “Private interests” means both the financial and personal interests of BoG/CC members or those of their connections including:
 - a) family and other relations;
 - b) personal friends;
 - c) the clubs and societies to which they belong;
 - d) organizations from which they were nominated; and
 - e) any person to whom they owe a favour or are obligated in any way.
11. BoG/CC members should not use information obtained in the course of official duties to obtain, directly or indirectly, any financial advantage for themselves, or for any other person or organization.
12. A two-level reporting system for members to declare the conflict of interest is adopted. The first level is to require a member to register his interests upon appointment or upon first joining the BoG/CC and annually thereafter with the Secretariat. The second level is when a member has an actual or potential conflict of interest in any matter under consideration by BoG/CC, he should, as soon as practicable after he has become aware of it, make a declaration to the Secretariat.
13. The basic principle to be observed is that members’ advice should be disinterested and impartial and it is the responsibility of each member to judge and decide if the situation warrants a declaration and to seek a ruling from the Chairman in case of doubt.

Confidentiality

14. The confidentiality of the internal information of the College should be strictly observed, respected and re-emphasized. For BoG/CC members to comply with the obligation of confidentiality, all internal information of the College should be considered confidential unless otherwise stated. As a general guide, BoG/CC confidentiality requirements include:
 - a) any matter explicitly designated as confidential;
 - b) personnel matters affecting specific employees of the College, such as appointments and promotions, salary matters, disciplinary proceedings, or investigations of alleged misbehavior;
 - c) any proposal to grant an honorary degree, the title of ‘emeritus’, or any other special honour;
 - d) information about commercial matters, where disclosure might lead to the improper taking of financial advantage.
15. Where a BoG/CC member is in any doubt about the confidentiality of any college/committee information, they must obtain clarification from the BoG/CC Chairman.
16. No one would be allowed to release the internal information of the College without the prior written approval of the respective governing bodies (i.e. the BoG/CC); and even if written approval has been granted by the respective governing bodies (e.g. even if permission has been granted by the BoG/CC to BoG/CC members), only the final decision made can be released and such release can only be done after the decision has been implemented. In other words, the

content of the discussion, views expressed by individual members, and the decision making process are strictly confidential and should not be released by anyone under any circumstances.

17. While the above has to be observed, in order to foster effective communication, BoG/CC members are encouraged to express their views in a free and open manner. Once a decision is reached, it should be regarded as a collective decision of the BoG/CC.
18. Certain designated personnel (e.g. President and Chairmen of BoG/CC properly authorized) are exempted from the above arrangements and are authorized to release the College's internal information as necessary in appropriate circumstances for communicating the College matters and information to a third party (e.g. the Education Bureau (EDB), the Hong Kong Council for Accreditation of Academic and Vocational Qualifications (HKCAAVQ), the Legislative Council (LegCo), the general public, and so on).
19. Matters cease to be confidential once they have been officially made public by authority of BoG/CC.

Breach of Code of Conduct

20. In the event of a breach of confidentiality or any provision of this Code of Conduct, BoG/CC may form an independent panel to investigate the case and make recommendations on the course of actions for BoG/CC's decision. BoG/CC may apply such procedures and take such actions as it considers appropriate in the circumstances having regard to the nature and circumstances of the breach, its seriousness and consequences, and the requirements of law and procedural fairness.

[Revised 11 April 2018]

[Endorsed by 40th CC meeting on 18 April 2018]

[Approved by 26th BoG meeting on 28 September 2018]