

# CONFLICT OF INTEREST POLICY FOR GOVERNORS

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## 1. Introduction

The University is committed to best practice in all aspects of corporate governance. It aims to conduct its business in accordance with the following:

- i) The principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership).
- ii) The Committee of University Chairs (CUC) *Higher Education Code of Governance*.
- iii) The University's governing documents, (e.g. the Articles of Association, Board Regulations and Financial Regulations)
- iv) The regulatory requirements of the Office for Students (OfS).
- v) Charity Commission Guidance.

As part of this commitment, all members of the Board and its Committees are required to exercise independent judgement at all times in the best interests of the University. This includes fully disclosing any actual, perceived or potential conflicts of interests of which individuals are 'reasonably aware' as these arise and, if necessary, abstaining from any involvement in the decision-making process, including withdrawing from a meeting.

The purpose of this policy is to provide clear guidance on identifying, declaring and managing conflicts of interest. The policy is designed to protect individuals and the University from allegations of fraud and corruption and forms part of the University's commitment to good governance and should be read in conjunction with the [University's Articles of Association and Board Regulations](#).

## 2. Scope

The policy applies to all Governors and Co-opted Committee members.

## 3. Definition of a Conflict of Interest

A conflict of interest is any situation in which an individual's pecuniary, family or other personal interests, may (or may appear to) influence or affect the individual's decision-making as detailed in regulation 4.9 of the [Board Regulations](#).

Individuals are responsible for their own actions and must consider the consequences (both actual and perceived) of potential conflicts of interest. It is an individual's duty to recognise and declare any potential conflicts of interest that may impact their work at the University. This includes relevant indirect interests through a partner, spouse or immediate family. The types of relevant interests that should be declared include:

- i) Paid employment or self-employment
- ii) Directorships
- iii) Shareholdings
- iv) Trusteeships
- v) Honorary/advisory positions
- vi) Board/committee appointments
- vii) Receipt of gifts and/or hospitality

#### **4. Recognising a Potential Conflict of Interest**

Conflicts of interest can arise in a range of situations and environments. It is therefore not reasonable or practical to completely eliminate all conflicts of interest. However, it is important to acknowledge that a conflict could ultimately result in a decision being declared unlawful and invalid.

Conflicts of interest can come from the following areas:

- i) Direct financial gain or benefit to an individual, for example where a Governor is paid by another organisation that does business with the University, or where a Governor uses the University's facilities to pursue personal business, commercial, or consulting activities.
- ii) Indirect financial gain, for example where a Governor is able to use their influence to secure employment for a family member, or an individual is able to use their influence to secure the award of a University contract to an organisation that a friend or relative of that Governor is involved in.
- iii) Non-financial gain, for example where a Governor is able to influence the staff recruitment or student admissions process to favour a family member or close friend.
- iv) Conflict of loyalties, for example where a Governor has an interest in a separate organisation that is bidding against the University for consultancy work, or where an individual is also an employee of a competitor organisation.

It is important that consideration is given to the impact that a potential conflict could have or be perceived to have. All conflicts of interest, or perceived conflicts of interest, should be declared. If a Governor is in any doubt about a possible conflict of interest, a declaration should be made.

The University Secretary has an established process with the Finance Department where by Related Party Transactions are checked bi-annually, Governors will be made aware of any newly identified Related Party Transactions.

## **5. Disclosing a Conflict**

There are various ways in which a potential conflict should be disclosed:

### **5.1 Recruitment and Appointment Process**

As part of the Governor recruitment and appointment process, due diligence is undertaken to ensure that any potential conflicts of interest are identified. Any potential conflicts are considered by the Governance Committee before a recommendation for appointment is made to the Board. On appointment, Governors are requested to read and comply with this policy and to complete a *Declaration of Interests Form* (Appendix 1) which should list all interests. This is then retained by the University Secretary as part of the Register of Interests.

### **5.2 Ongoing Declaration**

In order to ensure the accuracy of the details contained in the Register of Interest, Governors are requested to notify the Governance and Secretariat Team of any changes on an ongoing basis and will be required to update their declaration at least annually. In addition, an annual review of the Register is undertaken. This includes a review of the Register by the Audit and Risk Committee.

### **5.3 Board/Committee Meetings**

Where a conflict of interest arises from an agenda item at a meeting of the Board or a Committee, Governors should declare the interest before or at the start of the meeting or as soon as it becomes apparent during the course of the meeting, whether or not the interest is already formally recorded in the Register of Interests. A reminder is included on every agenda. Where possible, University Secretary should be informed as to the intention to declare in interest in advance of the meeting.

## **6. Managing Conflicts of Interest**

All Governors' interests are recorded on the Register of Interest, which is maintained by the University Secretary. The process for managing conflicts of interests is defined at [4.9 of the University's Board Regulations](#). The Board Regulations and Governor Code of Conduct also details the possible consequences of non-disclosure or inappropriate conflict of interest management.

## **7. Further Advice**

All Governors are advised to contact the University Secretary if further advice is required on managing and declaring actual or perceived conflicts of interest.