

Conflict of Interest Policy

1. Introduction, Purpose and Scope

- 1.1 One of the Council's primary responsibilities is to ensure the establishment and monitoring of systems of control and accountability, including procedures for managing conflicts of interest. As a registered provider of higher education, the University must comply with the ongoing conditions of registration of the Office for Students, including those that specifically relate to governance. As part of its commitment to effective governance, the University also adheres to the Nolan Principles of Public Life as well as the Higher Education Code of Governance published by the Committee of University Chairs.
- 1.2 The Standards of Business Conduct set out general principles, guidelines and procedures for identifying, monitoring and managing actual and potential conflicts of interest across the University. This Policy however addresses the additional legal duties and responsibilities of members of Council as charity trustees to ensure that they act in the best interests of the University and comply with charity law. Through this Policy, the Council also recognises the benefit of setting the same high standard in relation to conflicts of interest for senior members of the executive.
- 1.3 This Policy therefore applies to all members of Council and its standing committees, the Secretary to Council, members of the senior executive team and others who often attend meetings of the Council or its standing committees (together, the 'Members').

2. Policy

- 2.1 Members have an obligation to avoid conflicts between their private interests and personal relationships and their duty to the University, particularly where any conflict could be against the University's interests or weaken public confidence in the conduct of the University's business. Members should be aware of the significant negative effects that a conflict of interest, or the perception of one, can have on the reputation of the University and on public trust and confidence generally.
- 2.2 There is a general duty on all Members to disclose at the earliest possible stage:
 - a) their personal interests in accordance with Section 3 below;
 - b) any situation in which their personal interests could, or could be seen to, prevent them from making a decision only in the best interests of the University, and to act in accordance with Sections 4 and 5 this Policy when such a conflict of interest arises; and
 - c) if they are aware that another Member has an actual or potential conflict that has not been declared in accordance with Sections 4 and 5 of this Policy.

3. Identifying and Declaring Interests

- 3.1 Each Member has a personal responsibility to consider whether there are interests that might reasonably be regarded as potentially giving rise to a conflict and to declare all such interests upon appointment, on an annual basis and as situations arise.
- 3.2 When considering whether they have an interest that should be declared, a Member must be aware of the following principles.
- a) Interests may be financial or non-financial or both. Financial interest refers to anything of more than negligible monetary value, including, but not limited to, pay, commission, consultancy fees, equity interests, forgiveness of debt, property, royalties and intellectual property rights. Non-financial interest refers to any non-financial benefit or advantage, including, but not limited to, enhancement of an individual's career, education or professional reputation, and access to privileged information or facilities.
 - b) Personal interests could include the interests of family members, such as a spouse, partner or close relative.
 - c) There can be situations in which the appearance or perception of a conflict of interest is present even when no conflict actually exists and each individual should recognise this and disclose all relevant interests on that basis. If a Member is uncertain whether an interest might reasonably be regarded as potentially giving rise to a conflict, they must err on the side of openness and declare the interest.
 - d) The fact that a Member is a member of staff or a student of the University does not need to be disclosed as an interest pursuant to this Policy.
- 3.3 The non-exhaustive list at Appendix 1 to this Policy gives examples of interests that should be declared. Confidential advice on this Policy may also be sought from the Secretary to Council.
- 3.4 In order for a potential conflict of interest to be identified, Members are required to disclose their personal interests in writing to the Secretary to Council:
- a) on appointment as a Member, when they are asked to make a general entry in the register of declared interests of the Members ('Register of Interests');
 - b) on an annual basis, when they are asked to make amendments or additions to their entry in the Register of Interests;
 - c) as soon as possible if there is a material change in their interests, external or otherwise;
 - d) at the start of meetings, meeting items and as other situations arise where their interest is relevant.

Members are responsible for making and amending their entries and deciding the personal information which fulfils the purpose of the Register of Interests.

- 3.5 The Secretary to Council will:

- a) check and maintain the Register of Interests to provide information about the interests of Members which others might reasonably think could influence their actions and decisions;
- b) circulate the Register of Interests in full to Members annually; and
- c) publish the Register of Interests on the University's website.

4. Identifying Conflicts of Interest

4.1 Conflicts of interest may arise:

- a) where a Member, or a person connected to them such as a spouse, partner or close relative, stands to obtain a benefit from the University; or
- b) where a Member has a duty of loyalty to a third party that conflicts with their duty to the University, regardless of whether the Member may gain a personal or financial benefit.

The non-exhaustive list at Appendix 2 to this Policy gives examples of situations in which a conflict of interest may arise. In addition, Members who are nominated or elected by particular constituencies may not act as representatives of the constituency that nominated or elected them and may not be bound in any way by mandates given to them by others.

4.2 When considering whether they have a conflict of interest, a Member must be aware of the following principles:

- a) a conflict of interest exists if there is a possibility that the Member's interest, whether it has been disclosed on the Register of Interests or not, could influence their decision-making, even if the Member's decision-making is not in fact adversely affected by the conflict; and
- b) the interest that gives rise to a conflict may be direct (relating to the Member's own personal interest) or indirect (relating to the interests of someone who is connected to a Member).

4.3 If a Member is aware that another Member has an actual or potential conflict that has not been declared, they must notify the Secretary to Council.

5. Dealing with a Conflict of Interest

5.1 The first item on the agenda of each meeting of the Council and its standing committees will be a standing item with respect to the reporting of conflicts of interest, with the following procedure applying.

- a) In advance of the meeting, the Secretary to Council will circulate any amendments or additions to the Register of Interests made since the last meeting.
- b) Members attending the meeting will declare any conflicts of interest relating to the matters to be discussed at the meeting either at the start of the meeting, under the first item on the agenda, or in advance of the meeting by contacting the Secretary to Council.

- c) At the start of the meeting, under the first item on the agenda, the Secretary to Council will inform the other Members of any conflicts of interest that have been declared by Members in advance.

5.2 The way in which conflicts are dealt with will depend on the nature and extent of the conflict. The non-conflicted Members must therefore:

- a) assess the nature and extent of the conflict;
- b) assess the risk or threat to decision-making;
- c) decide whether the conflict is serious; and
- d) decide what steps to take to handle the conflict, taking all relevant factors into account, making decisions only in the best interests of the University to prevent the conflict of interest from affecting decision making, and ensuring that there is an appropriate authority in place before any decision conferring Member benefit is made, seeking expert or legal advice as needed.

The conflicted Member must not take part in any discussion or decision about the conflict and how to handle it and will not be counted in the quorum for that part of the meeting. If the Chair is conflicted, one of the non-conflicted Members will act as chair for that part of the meeting.

5.3 If the conflict is deemed serious, the conflicted Member may be asked not to be present for the relevant item(s) of business and may not count in the quorum once the meeting begins to discuss the relevant item. The Chair of the meeting, or the acting chair if required under Section 5.2 of this Policy, is responsible for determining where a serious conflict exists and how it should be managed or resolved.

5.4 The Secretary to Council will ensure that the minutes of the relevant meeting include a record of the nature and extent of any conflicts of interests declared during and in advance of the meeting and an outline of the discussion and actions taken to manage any such conflicts. The Secretary to Council will also amend the Register of Interests if required.

5.5 A Member's duty to avoid a conflict of interest does not apply if, and to the extent that, the nature of the conflict or potential conflict is fully declared and the conflict is authorised by:

- a) an express provision in the University's constitutional documents, including its Charter, Ordinances, Codes of Practice, Policies and Regulations;
- b) a statutory provision;
- c) the Office for Students, meaning the regulator for higher education in England and any successor body, in its role as the principal regulator of the University as an exempt charity under the Charities Act 2011; or
- d) the court.

For example, a Member may have an overriding statutory obligation requiring them to act in way that could have implications for the University's good reputation. In particular, a Member, or a person connected to them, may benefit from the University only where this is authorised as set

out here. In all cases where this Section 5.5 applies, the Member must follow any conditions that apply to the grant of such authorisation.

6. Complaints

- 6.1 Complaints that relevant interests have not been declared may be made to the Secretary to Council and must be supported by relevant evidence. If the complaint concerns the Secretary to Council, the complaint should be made directly to the Chair or Vice-Chair of Council.
- 6.2 Advice regarding complaints may be obtained in the first instance from the Secretary to Council who may seek guidance from the Chair or Vice-Chair of Council.
- 6.3 The Chair of Council, or the Vice-Chair of Council if the complaint concerns the Chair of Council, decides if there is a case to answer in relation to a complaint and the action, if any, to be taken. Their decision will be final.

7. Review

- 7.1 This policy will be reviewed at least every three years by the Council, on the recommendation of the Governance Committee, unless amendments are required sooner.
- 7.2 Minor updates that do not affect the rules, principles or intent of this Policy may be approved by the Secretary to Council on behalf of the Council.

Approved by the Council on with effect from 1 August 2024.

Appendix 1: Identifying Interests

Set out below is a non-exhaustive list of examples of interests that should be declared.

1. Any relationship with a named company or business with which the University might do business, including the University's subsidiaries. It is advisable to disclose all relationships regardless of the likelihood of a conflict arising.
2. Shareholdings in a company above 3% of issued capital.
3. Self-employment
4. Ownership of freehold or leasehold property in which the University might have an interest.
5. Being a trustee, governor or employee of another charity.
6. Paid or unpaid public appointments.
7. Membership of professional bodies, trade or other associations or other external bodies.
8. Close family links to any of the above.

Appendix 2: Identifying Conflicts of Interest

Set out below is a non-exhaustive list of examples of conflicts of interest.

1. A Member or a person connected to them acquiring, borrowing or leasing assets of the University or its subsidiaries, or selling, loaning or leasing assets to the University or its subsidiaries.
2. A Member or a person connected to them exploiting any information or opportunity they become aware of through the Member's involvement with the governance of the University.
3. A Member being paid for carrying out a paid post at the University that is separate to any paid post they hold at the University in the context of their role as a Member.
4. A Member or a person connected to them being paid for providing a service and/or goods to the University, other than where the Member is being paid for carrying out their role as Member.
5. A person connected to a Member being employed by the University.
6. A Member making decisions in relation to services or benefits which they or a person connected with them will use or receive.
7. A Member or a person connected to them owing a legal obligation or duty towards another organisation or person, such as an employer or another company of which they are a director, that conflicts with the Member's duty to the University.
8. A Member having a personal sense of loyalty to another organisation or person that conflicts with their loyalty to the University. Membership of an external body brings with it an obligation and sometimes a statutory duty to act in the best interests of that external body. Such obligations may overlap with those required to the University leading to a conflict of loyalty. Members should ensure that, in carrying out their role as a Member, they continue to give their primary commitment and allegiance to the University and if it is not possible to do this, the Member would need to consider their position, seeking advice from the Secretary to Council.