



Conflict of Interest Policy

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| Policy owner: | Secretary to Council |
| Implementation date: | October 2023 |
| Review date: | October 2026 (at least every three years) |
| Related policies: | None. |
| Related procedures: | Conflict of Interest Procedure – Appendix 1 |

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Appendix 1: Conflict of Interest Procedure

Version History

| Version | Approved by | Revisions made | Date |
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1. Purpose

- 1.1 This policy and accompanying procedure guides users on the process surrounding the disclosure of actual, potential or perceived conflicts of interest in order to protect the reputation of the University and ensure that its activities are conducted with the highest standards of integrity, ethics and accountability. References to conflicts of interest should also be read as referring to conflicts of commitment and conflicts of loyalty, both of which are explained in this document.
- 1.2 It is possible that individuals could encounter certain situations as part of their roles when personal interests could reasonably be perceived as affecting, or having the potential to affect, their ability to make impartial decisions on the University's behalf. This does not imply improper conduct or lack of integrity. What is important is that all such conflicts are disclosed, reviewed and (where necessary) managed in order to avoid the risk of decisions being, or appearing to be, improperly influenced and to prevent damage to the reputation of the individual or the University. The onus is on the individual disclosing this information openly to the University. Adherence with 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.

2. Scope

- 2.1 This policy applies to all those representing the University, including but not limited to employees, emeritus staff, honorary and visiting lecturers, University trustees (i.e. members of Council) and co-opted members of Council sub-committees, volunteers, contractors or consultants, and directors of the University's subsidiary companies. Because of the wide scope of this policy, it is important all of these individuals are aware of the requirements of this policy.
- 2.2 Trustees and those individuals identified by this policy as having senior management responsibilities and individuals exercising control or significant influence over the affairs of the University have additional obligations relating to the Office for Students' Public Interest Governance Principles that need to be met and which are set out in this policy.

3. Legislative context and relationship to other policies/guidance

- 3.1 This policy and accompanying procedure is underpinned by legislation and expert guidance including, but not limited to:
- Charity Commission, [Conflicts of Interest: a guide for charity trustees](#)
 - [Committee of University Chairs Higher Education Code of Governance](#)
 - [Conflicts of Interest: a guide for charity trustees](#)
 - [Data Protection Act 2018](#) (The UK's implementation of GDPR)
 - [Equality Act 2010](#)
 - [Managing conflicts of interest in a charity – GOV.uk](#)
 - [Managing conflicts of interest in a charity – GOV.uk video](#)
 - [Nolan Principles of Public Life](#)
 - The Office for Students' (the OfS) [Regulatory Framework](#), with particular reference to Condition E2: Management and Governance.
 - The Office for Students' [Public Interest Governance Principles](#)



4. Policy statement

- 4.1 The University is committed to ensuring the highest levels of integrity apply in all areas of its operation and that its activities are conducted insofar as is possible for a commercial organisation in an open and transparent manner, ensuring that perceived, as well as actual, conflicts of interest are managed appropriately.
- 4.2 Trustees, those with senior management responsibilities and individuals who exercise control or significant influence over the affairs of the University are required to adhere to the very highest standards of professional conduct and propriety and act in the interests of maintaining the good governance of the University at all times.
- 4.3 In order to minimise the impact of conflicts of interest, the University will encourage openness and transparency when such situations arise and manage them appropriately where required. The open declaration of conflicts of interest will always be viewed as demonstrating the integrity of the individuals concerned and the University's business.
- 4.4 In order to ensure that the University upholds the highest thresholds of conduct and propriety, trustees and those with senior management responsibilities and individuals exercising control or significant influence over the affairs of the University must:
- be 'fit and proper' persons in the terms of the Office for Students' [Public Interest Governance Principles](#);
 - avoid any conflict of interest that might interfere, or be perceived as interfering with, the exercise of their independent judgement;
 - declare all pecuniary, business, family/close personal relationships and other relevant interests in accordance with the requirements of the Declaration and Fit and Proper Person Form and associated processes;
 - declare all pecuniary, business, family/close personal relationships or other interests in respect of any proposed contract, policy decision or other matter to be determined by meetings of Council and its sub-committees and meetings of the Executive Group as soon as possible after commencement of the meeting; and take no part in the consideration or discussion of the contract or other matter, nor vote on it.

5. Responsibilities

- 5.1 All those representing the University have a responsibility to familiarise themselves with this policy and recognise situations in which questions of conflicts of interest might reasonably be raised between the interests of the University and any personal, professional and business interests of that individual. Where such situations arise, these will need to be disclosed to the University by following this policy's accompanying procedure.
- 5.2 All individuals should declare any interests that might lead to an actual, potential or perceived conflict of interest as soon as they are aware of them in a spirit of openness and transparency. This includes relevant indirect interests through a close personal relationship (the definition for which is included in Section 6). The onus is always on the individual to notify the Director of Human Resources (for roles defined in Annex A to the Conflict of Interest Procedure) or the Secretary to Council (for trustees and co-optees of Council sub-committees) or Dean, Head of Professional Services department



or Committee Chair, in consultation with the relevant member of the Senior Leadership team (SLT) (for all other members of the University) if in their view an actual or potential conflict may exist. If there is any doubt as to whether an interest is relevant to the University's activities, it is recommended that everyone adopt the policy of 'if in doubt: disclose'. Advice and guidance may be sought from the relevant individuals.

- 5.3 While it is the responsibility of the individual to disclose a conflict, that individual may not themselves determine whether the conflict exists, and if so, how it is managed, nor any resultant action that may be required. Actual conflicts of interest must be avoided, and potential or perceived conflicts of interest managed carefully.
- 5.4 No one should:
- be involved in making decisions in relation to their commitments to the University from which they, or anyone with whom they have a close financial or personal relationship (please see section 6), stands to benefit personally; and/or
 - enter into commitments or engage in activities which are inconsistent with their terms and conditions of employment (or terms of appointment for Council members) with regard to outside activities and the permission required to engage with them.
- 5.5 All those representing the University are expected to cooperate with reasonable actions considered necessary to effectively manage a conflict of interest and should provide all information requested to facilitate a decision being taken. Failure to disclose an interest, providing an incomplete or inaccurate disclosure, failing to seek approval, failing to seek appropriately to ensure a conflict of interest is managed, or failure to follow reasonable instructions to manage a conflict of interest may constitute misconduct and could, in the case of staff, result in disciplinary action being taken by the University up to and including dismissal. In the case of trustees, it may result in removal from office and/or other formal action as may be required in the circumstances.
- 5.6 Individuals cannot use information obtained at, or disclosed by, the University for their own benefit, or that of another organisation, if it has been obtained or disclosed in confidence, or is commercially sensitive.

Trustees, those with senior management responsibilities, and individuals exercising control or significant influence over the provider

- 5.7 Alongside trustees, those set out in Annex A of the Conflict of Interest Procedure are identified by this policy as having senior management responsibilities, and/or being individuals exercising control or significant influence over the provider. These individuals must complete a Declaration and Fit and Proper Person Form on an annual basis (or as part of recruitment processes for individuals being considered for appointment to these roles) and update their form return as and when their circumstances change. This process is overseen by the Director of Human Resources (for employees falling within this category, other than their own role) and Secretary to Council (for trustees and the form return of the Director of Human Resources). A verification and assessment process will be undertaken by these officers to determine a risk-based approach to assessing an individual's 'fit and proper' status. The outcome of this assessment should be considered by appointing panels as part of recruitment to these positions.



- 5.8 Additional provisions for the management of actual, potential or perceived conflicts of interest and conflicts of loyalty will also be followed and individuals are advised they should be mindful of the potential for bias in decision-making and should consider whether there is the potential for actual or perceived bias in fulfilling their role. Any identified conflicts will need to be managed carefully.
- 5.9 It is important to be clear that the onus is always on the individual to declare openly and transparently all interests and to notify the relevant staff members as and when their circumstances may change.
- 5.10 Advice and guidance can be sought from the Director of HR (employees of the University) or the Secretary to Council (for trustees and co-optees to Council sub-committees). The Charity Commission also provides [guidance](#) regarding the identification, prevention and management of conflicts of interest and what are considered 'serious' conflicts of interest which trustees should familiarise themselves with.

University Committee members

- 5.11 At all University committee meetings, a standing item should be included within the agenda to prompt individuals to declare any pecuniary, family or other personal interests in relation to items on the agenda for that meeting. It is helpful to notify the Chair and Secretary at the earliest opportunity prior to the meeting of any perceived or actual conflicts of interests that are likely to impact participation in the meeting as this will enable the matter to be considered appropriately. However, any members that become aware of an interest that they have not declared at the start of the meeting should do so as soon as they become aware of that interest. The Chair of the committee, advised by the Secretary, will determine what, if any, action might need to be taken.

Chair and Secretary of University Committees

- 5.12 A standing item on the agenda enabling members to declare any pecuniary, family or other personal interests in relation to items on the agenda for the meeting must always be in place. The minutes of each meeting should also record whether or not any interests were declared and how they were acted upon, when required. The Chair of the committee, advised by the Secretary, should decide what action should be taken.
- 5.13 The member concerned may:
- 5.13.1 Fully participate in the business of the committee with no restrictions;
 - 5.13.2 Remain in the meeting when the issue with which the conflict has been identified is considered, but not participate in the discussions;
 - 5.13.3 Withdraw from the decision-making process in relation to the issue with which the conflict has been identified; or Withdraw entirely from the business of the committee; or
 - 5.13.4 If the Chair of a committee has a conflict, the committee should agree for the Vice/Deputy Chair (if one exists) or agree to appoint a committee member to act as Chair for the item in question.

Secretary to Council

- 5.14 The University's Council is ultimately accountable for this policy and procedure, however the Secretary to Council is the lead individual responsible for its



implementation, ensuring that there are appropriate processes in place for its review, promotion and compliance monitoring.

- 5.15 The Secretary will consider whether a conflict of interest has or may occur, and what reasonable actions could be taken to manage or mitigate any associated risks, including whether the matter should be considered by the Nominations and Governance Committee, in consultation with the Head of Legal Services, when required.
- 5.16 The Secretary will provide, or arrange for advice and guidance to be provided, to trustees when required on considering whether there is a conflict of interest.
- 5.17 They will oversee the Declaration and Fit and Proper Person Form in respect of trustees and review on both an annual basis and as part of the recruitment independent, and election of other, trustees. The Secretary will ensure a risk-based assessment is undertaken and provided to Council regarding trustees' status as 'fit and proper' persons through the verification of the information returned in the form, and for any identified conflicts to be managed appropriately in terms of limiting the potential for reputational risk for all related parties.
- 5.18 They will ensure that any changes in-year in circumstances are captured, recorded and acted upon when required.

Dean, Head of Professional Services department

- 5.19 Following the declaration of a conflict of interest, Deans and Heads of Professional Services departments will ensure an assessment is undertaken to identify if there is a perceived or actual conflict in order to determine what action, if any, should be taken in order to limit the potential for reputational risk for all related parties.
- 5.20 They will maintain records of the assessment and outcome, reporting this to Human Resources.

Head of Legal Services

- 5.21 The Head of Legal Services will provide advice and guidance, when required, to the Executive, Director of Human Resources and Secretary to Council when considering whether a conflict of interest has or may occur, and what reasonable action should be undertaken, if required.

Director of Human Resources

- 5.22 The Director of Human Resources will provide, or arrange for advice and guidance to be provided, to employees and line managers in considering whether a conflict of interest has or may occur.
- 5.23 They will oversee the Declaration and Fit and Proper Person Form review on both an annual basis and as part of the recruitment processes for University employees being considered for appointment to roles where they will exercise significant control or influence over the affairs of the University (as set out in Annex A to the Conflict of Interest Procedure). Ensuring an assessment is undertaken in regard to their status as 'fit and proper' persons through the verification of the information returned in the form, and for any identified conflicts to be recorded and managed appropriately in terms of limiting the potential for reputational risk for all related parties.



- 5.24 They will ensure that any changes in-year in circumstances are captured, recorded and acted upon when required.

6. Definitions

Close personal relationship: Includes a relative e.g. current or former partner or spouse, child, sibling, parent, grandparent, grandchild, uncle, aunt, nephew, niece, first cousin and guardian, by blood, marriage or adoption, cohabitee, business partner or associate, intimate friendship (as opposed to acquaintance) and any other relationship where an impartial observer might reasonably conclude that the individual's judgement may not be wholly impartial in making a decision in respect of the person or persons with whom they have that close personal relationship.

Conflict of interest: where there is an actual or potential risk, or a perceived conflict in duties between acting in the best interests of the university and formal and/or informal commitments, obligations or undertakings to another body/association/affiliation in relation to the same or related matter.

Conflict of loyalty: where overlapping personal interests or loyalties could, or be perceived to, prevent an individual from making a decision only in the best interests of the University.

Conflict of commitment: where an individual's engagement in outside professional activity, paid or unpaid, involves a commitment of time that may conflict with their role and obligations to the University.

OfS 'Fit and proper' person
Definition (taken from the
OfS's

[Regulatory Framework](#)):

is of good character;

has the qualifications, competence, skills and experience that are necessary for their role;

is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed;

has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The OfS state the following as being indicators that someone may not a 'fit and proper' person:



- disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
- conviction of a criminal offence anywhere in the world
- subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- involvement in any abuse of the tax systems
- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection
- dismissal from a position of trust or similar
- involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).