

Board of Governors Conflicts of interest policy

The purpose of this policy is to protect the integrity of the Board of Governors (the Corporation's) decision making processes, to enable all stakeholders to have confidence in the Board of Governors integrity.

This policy applies to all members of the Board of Governors and co-opted Committee members.



The Board's Code of Conduct for Governors states that, like other persons who owe a fiduciary duty, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

Governors must therefore disclose to the Board any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College or any other interest of a type specific by the Board in any matter relating to the College, or any duty which is material and which conflicts with the interests of the Board.

If an interest of any kind (including an interest of a spouse, partner or business associate of a Board member or of a close relative of the Board member or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Board member's independent judgement then:

1. The interest, financial or otherwise should be reported to the Clerk
2. The nature and extent of the interest should be fully disclosed to the Board before the matter giving rise to the interest is considered
3. If the Board member concerned is present at a meeting of the Board or any of its committees at which such supply, contract or other matter constituting an interest is to be considered they should
 - Not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting
 - Withdraw from that Board or committee meeting where required to do so by a majority of the members of the board or committee present at the meeting

The test is always, that there is a conflict of interest if the Governor's/Trustee's other interest could, or could be seen to, interfere with the Governor's/Trustee's ability to decide the issue only in the best interests of the charity.

Conflicts of loyalty

Conflicts of loyalty exist where a Governor's loyalty to the Board of Governors conflicts with their loyalty to:

- The body that appointed them to the Board of Governors
- The membership of a section of the charity that appointed them to trusteeship
- Another organisation, such as their employer
- Another charity of which they are a trustee
- A member of their family
- Another connected person or organisation

- Governors who do not have the conflict of loyalty shall consider whether it poses no risk or a low risk to decision making in the best interests of the Board and whether the affected Governor, having declared the interest can participate in decision making.

Procedure for declaring interests and managing conflicts:

1. On appointment all Governors agree to abide by the Code of Conduct which requires all Governors to act in the best interests of the College and to avoid/declare any actual or potential conflicts of interest.
2. Governors are required to complete a Declaration of interests both on appointment and on an annual basis, or any actual or potential interest which could conflict with or influence (or be perceived to influence) their decision making.
3. The Clerk will note any interests declared on the Register of Interests. The register is updated annually and is available for public inspection.
4. Governors are required to notify the Clerk immediately of any change to their current declaration of interests held on the register.
5. At each meeting of the Board and its committees, Governors are asked to confirm the details of their interest currently noted on the register, to declare any additional interest which may have arisen since the last meeting (it not already notified to the Clerk) and to declare any interests in any items or business on the agenda for the meeting at the start of the meeting or as soon as they become apparent during discussion.
6. Where an interest is declared, the Board of Governors will consider whether (based on the nature and degree of the conflict and the ability to manage it adequately) the interest requires the governor to withdraw from a discussion, abstain from voting or abstain from the discussion. This will be recorded in the minutes of the meeting
7. Where there is a conflict of loyalty
 - o The conflict of loyalty should be reported to the Clerk
 - o The conflict of loyalty should be fully disclosed to the Corporation before the matter giving rise to the conflict is considered.
 - o Governors who do not have the conflict of loyalty shall consider whether it poses no risk or a low risk to decision making in the best interests of the Board and whether the affected Governor, having declared the interest can participate in decision making
8. Where a conflict of interest has been declared this will be recorded in the minutes of the meeting.

Failure to disclose a relevant interest

Failure to disclose a relevant interest may lead to a Governor being in breach of the Corporation's Code of Conduct and this policy. It may also result in the Governor being subject to legal action and personal liability for breach of trust.

Approved: 25 March 2019