



**CONFLICTS OF INTEREST
AND
REGISTER OF INTERESTS
POLICY & PROCEDURES**

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1. POLICY STATEMENT

It is the policy of The Henley College Governing Body that all governors and senior staff attending Governing Body and/or committee meetings must keep to the absolute minimum unavoidable conflicts between the interests of Governing Body on the one hand and the personal, professional and business interests of the Governor or senior staff concerned, and of persons connected with them, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

A conflict of duty may arise where a member of Governing Body, a committee member or a member of staff with budget responsibility has a duty towards another person or organisation that could prevent them from making a decision only in the best interests of the college.

Conflicts of Interest may arise or be perceived to arise where a member of college staff or someone acting for the college such as an apprentice workplace assessor is assessing the application or work of a Connected Person. In such circumstances, staff must follow college requirements for disclosing the interest and taking action to ensure that admissions and assessment decisions are made by people who do not have a conflict.

2. DEFINITIONS

Conflict of interest: a conflict of interest is any situation in which personal interests or loyalties could, or could be seen to, prevent governors or staff from making a decision only in the best interests of the college.

Connected person: in broad terms this means family, relatives or business partners of someone within the scope of the policy, as well as businesses in which they have an interest through ownership or influence. The term includes a spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, as well as businesses where they or a family member holds at least one-fifth of the shareholding or voting rights. If in doubt about whether a person or business is a connected person seek advice from the Director of Governance or other person qualified to advise on the matter.

Interest: means any business or personal relationships held, financial or property interests held, other trusteeships, or gifts or hospitality received, that could be perceived as being likely to interfere with the exercise of a governor's independent judgement.

Trustee/Governor: the governors of a corporation are trustees for the purposes of charity law.

Trustee/Governor benefit: means any transaction involving trustee benefit other than the provision of liability insurance. Governor training and reimbursement of expenses are not classed as a Trustee Benefit.

3. PRINCIPLES

The college is required to comply with SORP 2019 FRS 102 with regard to conflicts of interest and related party transactions. This requires that no governor, other key management personnel or related individual or organisation uses their connection to the college for personal gain.

The Instrument of Government (Instrument 10) states that members should not hold interests in matters relating to the college. A member who has an interest in any matters being considered by the Governing Body or one of its committees shall disclose the nature and extent of the interest; and if present at a meeting of the Governing Body, or of any of its committees, at which the interest is relevant, not take part in the consideration or vote on any question with respect to it and may be asked to withdraw where required to do so. See Appendix 1.

Authority is required where there is a possibility of Trustee Benefit. This means that governors must ensure that there is a proper authority for any situations where they or someone connected to them, *could* benefit, irrespective of whether there is any actual benefit to a governor. This also includes where there is the possibility that a person's personal or wider interests could actually or be seen to influence decision making.

For everyone within the scope of this policy, their conduct should not create suspicion of any conflict between their official duty and their private interest.

4. SCOPE AND PURPOSES OF THIS POLICY

The persons within the scope of this policy are

- Governors
- Senior Leadership Team
- College staff with budget responsibilities
- Members of Corporation Committees who are not members of the Corporation
- All staff, who should report by exception if they participate in making a decision about the admission or assessment of a Connected Person.

The policy applies to all aspects of the work of the Corporation including full Corporation meetings, Committee meetings, meetings of working groups and other activities such as training events.

The primary purpose of the policy is to protect the integrity of the Corporation's decision-making process, ensuring that all decisions of the Corporation are taken in the best interests of the Corporation, not affected by any conflicts of interest which may arise.

In fulfilling this purpose the policy will also:

- Ensure that members comply with their legal duties, in particular those set out in the Corporation's Instrument and Articles of Government (see Appendix 1) and the Charities Act 2011;
- Ensure that members fulfil their duty to act only in the best interests of the Corporation;
- Enable outside parties to have confidence in the Corporation's integrity;
- Protect the reputations of the Corporation's members, committee members and senior staff.

The policy sets out the Corporation's processes for preventing, identifying and managing conflicts of interest. These processes are set within a context where members have a legal duty to act only in the best interests of the Corporation and where each has an individual personal responsibility to declare any conflicts of interest that affect them.

5. RESPONSIBILITIES

Persons within the scope of the Policy

Upon being appointed governors, senior post holders and senior staff with significant budget responsibility **must** make a full written disclosure of any business or personal relationships held by them or Connected People, financial or property interests held, other trusteeships, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests' form is provided and must be used for this purpose. Any question about whether an interest which should be disclosed should be referred in the first instance to the Director of Governance for a determination.

They are also responsible for:

- notifying any changes to their disclosure to the Director of Governance as soon as possible
- checking the accuracy of the information disclosed on the Register at least annually when asked to do so by the Director of Governance
- annually disclosing third party transactions or confirming there are none
- making a final check and updating their disclosure before leaving Governing Body.

The Director of Governance is responsible for

- maintaining the Register of Interests and make it available to enquirers as required by the Instrument and Articles of Government
- administering the process for governors, senior post holders and senior staff with significant budget responsibility to disclose their interests and any third party transactions and check/update their disclosure at least annually
- record any specific disclosures made in meetings of Governing Body and its committees and the action taken in the meeting to remove the conflict of interest.
- Advising Governing Body on eliminating conflicts of interest or where governors have decided against removing the conflict, how to prevent it from affecting any decision or course of action
- consult with Audit Committee and External Auditors to ensure that Trustee Benefits or payments to related parties are properly authorised.

Audit Committee is responsible for

- overseeing the corporation's policy and procedures for identifying, recording and managing Conflicts of Interest to provide assurance that they do not affect decision making
- where third party payments are identified, to oversee how the college is managing the services or contract to ensure that there is no scope for perceived or actual influence in decision making about the contract.

All staff involved in administering or determining assessment of student work **must** be aware of the potential for a conflict of interest to arise should they be assessing students who are Connected People to them or colleagues.

6. IMPLEMENTATION ARRANGEMENTS

From the adoption of this policy, or upon being appointed, whichever is later, all governors and college staff within the scope of the policy, will be required to make a full written

disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests' form is provided (See Appendix 2) and must be used for this purpose. Any question about whether an interest should be disclosed should be referred in the first instance to the Director of Governance for a determination.

Written disclosures will be kept on a register maintained by the Director of Governance.

All persons within the scope of this policy are required to update their disclosure as and when their circumstances or Interests change.

All disclosures will be reviewed on an annual basis (usually during the Spring term). The register will be accessible by any person wishing to inspect it, in accordance with clause 10(5) of Governing Body's Instrument of Government.

The register shall be available on request for inspection during normal office hours at the college to any person wishing to inspect it.

7. REGISTER OF INTERESTS

At the time of their appointment all members will be required to make a full written disclosure of any interests that could potentially result in a conflict (See Appendix 3: ROI Form). They will be directed to relevant regulations and guidance documents and advised to consult the Director of Governance if in doubt.

The written disclosures will be collated on a Register of Interests maintained by the Director of Governance. The disclosures will be reviewed on an annual basis before the beginning of each academic year. Additionally, members are required to update their disclosures whenever their circumstances change.

The Register of Interests will be shared with Corporation members at the first full Corporation meeting of the academic year.

8. MANAGEMENT OF CONFLICTS OF INTEREST IN MEETINGS

The agenda for any Corporation meeting or other activity will include a standing item for Declaration of Interests in any item(s) on the agenda. It is the duty of members to declare any actual or potential conflict of interest at this point of the meeting and to do so again when the relevant agenda item is reached.

Failure to declare an interest will be treated as a serious issue (See Appendix 3).

If a member is aware of an undeclared conflict of interest affecting another member, they should notify the other members, the Director of Governance or the Chair before discussion of the relevant item commences.

Once an interest has been declared, if a course of action has been determined in advance of the meeting, the Chair or Director of Governance will inform the meeting accordingly. If no course of action has been determined, the conflicted member will normally be asked to leave the meeting while the other members decide what action to take.

Guided by the Chair and the Director of Governance, members will consider the case on its merits and reach a decision as to the correct course of action. The Director of Governance will inform the member concerned who may then, if appropriate, re-join the meeting.

If a member withdraws from or is excluded from one or more parts of a meeting, they will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the issue in question.

9. RECORDING AND REPORTING

In order to demonstrate that decisions potentially affected by conflicts of interest have been taken in the best interests of the Corporation, the recording and reporting of such decisions in the meeting minutes will include:

- How the relevant interest(s) were declared;
- the identity of the conflicted member(s)
- the nature and extent of the conflict;
- the actions taken to manage the conflict;
- an outline of the discussion;
- the decision reached and the reasons for it.

The Chair and Director of Governance will decide whether the conflicted member should receive full minutes of those parts of the meeting from which they withdrew or were excluded.

Where a member or committee member or senior staff member benefits financially from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

10. MONITORING AND REVIEW

This Conflicts of Interest policy will be reviewed on an annual basis, by the Director of Governance under the authority delegated by Governing Body, and triennially by the Audit Committee or more frequently should circumstances change.

11. SUPPORTING/RELATED DOCUMENTS

- Governor Code of Conduct
- College Code of Conduct
- Financial Regulations
- Standing Orders

Appendix 1

Extract from Instrument & Articles of Government

Members not to hold interests in matters relating to the institution

10—(1) No member shall acquire or hold any interest in any property that is held or used for the purposes of the institution.

(2) A member to whom paragraph (3) applies shall -

- (a) disclose to the Corporation the nature and extent of the interest; and
- (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(2) This paragraph applies to a member who—

- (a) has any financial interest in—
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or
- (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

(5) to a member who—

- (a) has any financial interest in—
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or
- (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(6) to a member who—

- (a) has any financial interest in—
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or
- (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(7) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

(8) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

- (a) need not disclose a financial interest; and
- (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

(9) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Appendix 2

Failure to disclose a relevant interest

Failure to disclose a conflicting interest may lead to a member or committee member being in breach of the Corporation's Code of Conduct as well as of this policy. Responsibility for deciding whether a member has failed to disclose a relevant interest lies with the Chair of the Corporation, who will take advice from the Director of Governance; their decision will be final. If the Chair has failed to disclose a relevant interest, responsibility will lie with a Vice Chair.

Failure to disclose may lead to the Corporation considering the possibility of suspending or terminating the member's or committee member's membership of the Corporation or committee respectively. Such failure by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures. It may also result in the member or committee member being subject to legal action and personal liability for breach of trust. In determining what action to take, the Chair, the Director of Governance and the Corporation will take into account the seriousness of the undisclosed interest and its potential for conflict.

Failure by a member to disclose a conflicting interest may also be reported to the Secretary of State as principal charity law regulator. In the case of a serious breach of charitable duties by a trustee the Secretary of State may refer the matter to the Charity Commission, which has the power under the Charities Act 2011 to remove a charity trustee and/or disqualify a person from acting as a charity trustee.

Appendix 3

THE HENLEY COLLEGE CORPORATION

Register of Members' Interests (for Governors and Officers in Attendance)

The following is a summary of the typical interests to disclose. See attached Guidelines for further information on how to complete this section.

Category of interest	Information to be disclosed
Paid employment	Name of employer
Self-employment	Names of significant customers/clients accounting for more than, say, 10% of income of individual firm
Directorships of commercial companies	Names of companies
Significant shareholdings	Names of companies in which the corporation member owns, say, 5% or more of the issued share capital
Elected office	Name of authority
Trusteeships of participation in the management of charities and other voluntary bodies	Name of body
Public appointments (paid or unpaid)	Name of body
Membership of professional bodies	Name of body

Each member is required to register all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have. Members should inform the Corporation Secretary whenever their circumstances change, and interests are acquired or lost.

Name	Nature of Interest	Date on which Interest was disclosed	Date on which Interest was lost or changed

Other activities/committees outside College

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(Please indicate any statutory bodies or voluntary organisations of which you are either a member, or with which you have regular contact.)

Name (please print)

.....

Sign

Date