



**ARTS
UNIVERSITY
PLYMOUTH**

BOARD OF GOVERNORS' STANDING ORDERS

APPENDIX 6

**CONFLICT OF INTEREST POLICY
REGISTER OF INTERESTS AND DECLARATION OF ELIGIBILITY**

1. Introduction

- 1.1 Section 11 of the Standing Orders require Members who have any financial interest in the supply of work to or goods for the University, or any contract or proposed contract concerning the University to disclose to the Board the nature and extent of the interest, to not take part in any consideration or vote in relation to that interest.
- 1.2 All Governors and Independent Committee Members are required to complete a Declaration of Interests form on appointment and annually in September thereafter. They are also required to notify the Clerk to the Corporation in writing immediately of any change to that declaration. A further declaration of interest, as applying to the agenda specific to a meeting will be called for at the start of all meetings of the Board of Governors and its Committees.
- 1.3 The Board of Governors has determined that these requirements shall also apply to:
 - the Vice-Chancellor and CEO
 - Senior Post Holders (currently Deputy Vice-Chancellor)
 - Chief Operating Officer
 - The Clerk to the Corporation
 - The Deputy Clerk
 - Any other member of staff with a significant financial or governance role
- 1.4 The Board requires the Nominations and Governance Committee to carry out an annual review of Declarations of Interest.
- 1.5 It is expected that any person subject to this procedure shall make a declaration in writing to the Clerk to the Corporation if any obligations and/or involvement they may have with another educational provider or other body will or may influence their ability to act in the best interests of the University.

The following sections (2-8) are based on the Institute of Chartered Secretaries and Administrators (ICSA) Guidance note and specimen conflict of interest policy for charity trustees (April 2014).

2. What is a conflict of interest?

2.1 Governors, as trustees of the University as an exempt charity, have a duty under common law to act in the best interests of the University. Governors, generally, should not benefit from the University and should not be influenced by their wider interests when making decisions affecting the University. A conflict of interest can be defined as:

"... any situation in which a trustee's personal interests or responsibilities they owe to another body, may, or may appear to influence the trustee's decision making."

2.2 Conflicts of interest arise when the interests of Governors, or connected persons (ie immediate family member, business partner) are incompatible or in competition with the interests of the University. Such situations present a risk that Governors will make decisions based on these external influences, rather than the best interests of the University.

2.3 The most common types of conflict include:

- direct financial interest - when a governor obtains a direct financial benefit via:
 - the award of a contract to a company with which a Governor is involved
 - the sale of property at below market value to a Governor

- indirect financial interest - this arises when a close relative of a Governor benefits from the University:
 - the awarding of an employment contract to a Governor's spouse; and
 - making a grant to a Governor's dependent child
- non-financial or personal conflicts - occur when Governors receive no financial benefit, but are influenced by external factors:
 - influencing Board decisions on service provision to their own advantage
 - to gain some other intangible benefit or kudos
 - awarding contracts to friends
- Conflicts of loyalties - Governors may have competing loyalties between the University to which they owe a primary duty and some other person or entity.

2.4 It is, therefore, essential that all Governors are fully aware of their duties and responsibilities and that when acting as a Governor they must act in the best interests of the University alone.

2.5 Occasionally there may be cases where an apparent conflict is actually in the University's best interests. The Board may conclude that this is a low risk conflict of loyalty which, once declared, does not need to prevent the Governor from participating. While Governors may well act with integrity, the mere appearance of a conflict can be damaging to both the University and the Board, so conflicts need to be managed effectively. Where the perception is not accurate because there is no conflict of interest, the Board should always be able to respond appropriately to the situation by managing the risks to the University and being prepared to explain how they have made their decisions only in the best interests of the University.

3. Dangers of conflicts of interest

3.1 If Governors allow factors such as other external interests to influence their decision-making, they may make decisions that are not in the University's best interest. This could be costly to them and damage the work and reputation of the University. The most common dangers arising out of a conflict of interest are:

- poor decision-making
- legal challenge
- loss of trust within the Board
- reputational damage

4. Governance

4.1 Within the Board itself, poorly managed conflicts of interest will harm working relationships, adversely affecting free discussion. Where a Governor is known to have an interest in a decision, the remaining Governors may feel under pressure, whether express, implied or simply imagined, to decide in the interests of their fellow Governor. Alternatively they may resent the interest of the other Governor and vote against it, even when following the Governor's interest may be the best course of action for the University. In both cases, the Governors' primary consideration has been a Governor's interest, not that of the University.

4.2 Even where the Board is able to make decisions free of these emotional influences, they may feel uncomfortable speaking against the Governor's interests in a Board meeting, or lose confidence in the ability of the Governor in question to make decisions free of external influence. Such problems may undermine the Board's ability to function effectively as a decision-making group.

4.3 This policy applies to Governors, the Vice-Chancellor and CEO, Senior Post Holders, Chief Operating Officer, Clerk, Deputy Clerk, and any other member staff with a significant financial role.

5. Why we have a policy?

5.1 Governors have a legal obligation to act in the best interests of Arts University Plymouth, and in accordance with the Instrument and Articles of Government, and to avoid situations where there may be a potential conflict of interest.

5.2 Conflicts of interests may arise where an individual's personal or family interest and/or loyalties conflict with those of the University. Such conflicts may create problems; they can:

- inhibit free discussion
- result in decisions or actions that are not in the interests of the University
- risk the impression that the University has acted improperly.

5.3 The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

6. The declaration of interests

6.1 Accordingly, we are asking Governors and senior staff (set out above) to declare their interests, and any gifts or hospitality offered or received in connection with their role in the University. A declaration of interests form is provided for this purpose, listing the types of interests you should declare.

6.2 To be effective, the declaration of interests needs to be updated at least annually, and when any material changes occur.

6.3 If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Clerk to the Corporation for confidential guidance.

6.4 This register of interests shall be used to record all gifts of a value over £20 and hospitality over £50 received by Governors and staff.

6.5 Interests and gifts will be recorded on the University's register of interests, which will be maintained by the Clerk to the Corporation. The register will be open to public inspection.

7. General Data Protection Regulation

7.1 The information provided will be processed in accordance with the General Data Protection Regulation. Data will be processed only to ensure that Governors and senior staff act in the best interests of the University. The information provided will not be used for any other purpose.

8. What to do if you face a conflict of interest

8.1 If you believe you have a perceived or real conflict of interest you should:

- declare the interest at the earliest opportunity
- withdraw from discussions and decisions relating to the conflict.

8.2 If you fail to declare an interest that is known to the Clerk to the Corporation and/or the Chair of the Board, the Clerk or Chair will declare that interest.

8.3 In the event of the Board having to decide upon a question in which a Governor or member of staff had an interest: a quorum must be present for the discussion and decision; interested parties will not be counted in the quorum; and interested Governors may not vote on matters affecting their own interests.

8.4 All decisions under a conflict of interest will be recorded by the Clerk and reported in the minutes of the meeting.

DECLARATION OF ELIGIBILITY GUIDANCE NOTES

ELIGIBILITY TO BOARD OF GOVERNORS MEMBERSHIP

The Clerk to the Governing Body is responsible for ensuring Member's eligibility in accordance with the Instrument and Articles of Government and sections 12 and 16 of the Standing Orders. From 1 August 2018 changes have been made to the current rules on the automatic disqualification of charity trustees - these are relevant for Governors and senior employers of higher education corporations. The new reasons for automatic disqualification are as follows:

- unspent conviction for specified terrorism, money laundering or bribery offences
- unspent conviction for contravening a Charity Commission order or direction
- unspent conviction for misconduct in public office, perjury or perverting the course of justice
- unspent conviction for attempting, aiding or abetting any of the above offences
- disobeying a Charity Commission order
- being on the sex offenders register
- unspent sanction for contempt of court
- being a designated persons under specific anti-terrorist legislation

While a person is disqualified from being a charity trustee, that person is also disqualified from holding an office or employment in the charity with senior management functions. This means that the relevant senior manager positions in the University would be the head of the institution and the Chief Operating Officer (or equivalent).

Members are requested to review this, their membership category, and any other relevant information prior to signing the declaration of eligibility on the pro-forma. It should be noted that written notice must be given to the Clerk should a Member become disqualified, for any reason, from continuing to hold office. The Code of Conduct also refers.

GENERAL DATA PROTECTION REGULATION

Participants are reminded that the List of Members, Attendance Record, Register of Interests, and the Skills Audit are, open to public inspection. Consent to release is taken as being implicit in signing the Declaration.

OFFICE FOR STUDENTS: What is a fit and proper person?

A fit and proper person:

- 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 following are indicators that a person may not be 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.).

HESA DATA: Equality information about the members of the governing body of a provider. “There is now a clear need for robust and accurate equality information about members of governing bodies. The data will enable institutions to benchmark the diversity of their boards and monitor progress over time.” HESA 2018.

The information required includes title, names, date of birth, University email, any disabilities (yes or no), ethnicity, whether someone has had gender reassignment, highest qualification held, nationality, religion or belief, sexual identification, sexual orientation, term of office start date, end date (if applicable) and expected end date (if applicable).

Please be advised that, with the exception of date of birth, we can return most categories as 'information refused', or for highest qualification and nationality as 'not known'.

BOARD OF GOVERNORS DECLARATION OF INTERESTS FORM

PERSONAL DETAILS	
Name	
Address	
Telephone number	
E-Mail address	
Membership category	
Committees	
Date of Appointment	
Professional or Academic Qualifications	
EMPLOYMENT DETAILS	
Employer Name	
Employer Business Address	
Business Telephone number	
Position held	
Date of retirement (if applicable)	

SPECIFIC INTERESTS

In addition to submitting this return, the regulations require that the Clerk to the Corporation be informed in writing of any changes as soon as they are known. Please refer to the attached guidance notes, and contact the Clerk's office if further assistance is required.

Category	Date Interest disclosed	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection
Any previous employment in which you continue to have a financial interest		
Self-employment – name or significant customers accounting for more than 10% of income of enterprise		
Appointments (voluntary or otherwise) eg trusteeships, directorships, local authority membership, tribunals etc		
Charity trusteeships		Charity Name: Charity Number:
Membership of any professional bodies, special interest groups or mutual support organisations		
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests		
Names of companies in which a significant interest (5% or more of the voting or shareholder establishment) is held		
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months		
Do you use, or care for a user of the University's services?		
Any contractual relationship with the University or related organisations ie Plymouth School of Creative Arts, Makers HQ		
Any other conflicts that are not covered by the above.		

DECLARATION OF INTERESTS

- I confirm that to the best of my knowledge the above declaration of interests represents a complete and correct statement. I also confirm that I do not hold any interest in any property held or used by the University. I agree to this information being held by the Clerk to the Corporation and made available for public inspection as required by statute. I confirm that I am aware of and will comply with the procedures which apply when a Member has an interest in any item to be debated by the Board of Governors or its Committees.
- I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis.
- I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signature.....

Date.....

DECLARATION OF ELIGIBILITY TO BOARD OF GOVERNORS MEMBERSHIP

- I also declare that I am eligible to serve as a member of the Board of Governors and/or its Committees and am a fit and proper person. I will abide by the Instruments & Articles, the Governing Body’s Code of Conduct and Standing Orders. I will advise the Clerk the Corporation of any changes in my circumstances that could make either declaration invalid.

Signature.....

Date.....

HESA AUTHORITY

- **I consent for my data to be shared with HESA.**

Signature.....

Date.....

OR

- **Information refused/not known**

Signature.....

Date.....

DISCLOSURE AND BARRING SERVICE (DBS) CHECKS – ANNUAL STATEMENT

The University needs to confirm with all Governors that there have been no changes to their DBS status. Please sign this statement to confirm that there has been no change in circumstances for you in relation to the background checks last made with the DBS.

This would include anything that would appear on an Enhanced DBS check, i.e.:

- All spent and unspent cautions, reprimands and final warnings (apart from protected convictions and cautions) held on central police records
- Any additional information held on local police records that is reasonably considered relevant to the role in question.
- Any information held on the DBS’s children and adults barred lists (a list of individuals who are barred from working with children or vulnerable adults)

This is also a reminder that there is an obligation for you to disclose in writing to the Clerk immediately if you are convicted of any offence during your period of employment (other than motoring offences not involving licence endorsement).

**DISCLOSURE AND BARRING SERVICE (DBS) CHECKS – ANNUAL STATEMENT
DECLARATION**

I confirm that there has been no change in circumstances for me in relation to the background checks last made with the DBS.

Signature..... Date.....