

Policy for the Management of Conflicts of Interest

Updated August 2025

1. Introduction

- 1.1 Rose Bruford College subscribes to the highest standards of corporate governance. The Committee of University Chairs (CUC) Higher Education Code of Governance states that it is a primary responsibility of governing bodies to ensure procedures for managing conflicts of interest are in place. The Code also states that all members of the governing body “have a duty to record and declare conflicts of interest”.
- 1.2 This Policy provides a framework to balance the protection of staff and governors from exposure to, or allegations of, wrongdoing with the safeguarding of the University from legal claims, reputational damage or financial loss. It is important to note that conflicts of interest or loyalty are inevitable, and the College’s approach is to ensure that they are appropriately managed, rather than seeking to avoid situations in which they might arise.
- 1.3 The underlying premise of this Policy is that staff and governors have a duty to manage conflicts of interest or loyalty, and a responsibility to identify and disclose actual, potential or perceived conflicts between their personal, family, pecuniary or business interests and their professional responsibilities to the College.
- 1.4 The responsibility to disclose and manage conflicts rests with individuals, staff and governors must take their responsibilities seriously and operate on the basis of full disclosure. The Clerk to the Board will be able to offer advice but this does not negate the personal responsibility to disclose and manage conflicts.

2. Policy Statement

- 2.1 The College encourages staff to engage in a wide variety of business and engagement, research and innovation activities. These might include serving on regional, national or international bodies or participating in, leading or advising on consultancy and research and development projects.
- 2.2 Similarly, the College seeks to appoint governors who are active in public life and business. The protection of both the College and individuals through a framework for the management of conflicts of interest or loyalty, whether perceived or actual, is therefore key.
- 2.3 The open and careful management of conflicts of interest or loyalty supports:
 - 2.3.1 the College entering contracts, relationships and partnerships across its academic, research and business activities in the confidence that these do not conflict with legitimate personal interests;
 - 2.3.2 the safeguarding of the College's assets, resources and reputation, particularly in making good use of public funds and furthering the College's charitable aims
 - 2.3.3 a culture of transparency, accountability and integrity, as core values the College wishes to uphold.

- 2.4 The disclosure of interests is intended to balance the protection of staff and governors from exposure to, or allegations of, wrongdoing with the safeguarding of the College from legal claims, reputational damage or financial loss.
- 2.5 The College seeks to adopt a proportionate and fair approach to the management of conflicts of interest or loyalty. It is anticipated that the majority of activities or associations which overlap, or could be seen to be at odds with, the personal interests of staff and governors and the interests of the College can continue to operate as normal, in the confidence that they are properly understood and managed through effective disclosure.

3. Definitions and Legislative and Regulatory Context

- 3.1 There is no strict legal definition of an 'interest', and it should therefore be considered as a broad term which includes any activity or association which may interfere, or be perceived to interfere, with an individual's ability to properly discharge their duties to the College.
- 3.2 Interests which generally require disclosure include the following:
- 3.1.1 Financial interests refer to anything of non-trivial monetary value, including, but not limited to, pay, commission, consultancy fees, equity interests, forgiveness of debt, property, royalties, intellectual property rights;
 - 3.1.2 non-financial interests refer to any non-financial benefit or advantage, including: enhancement of an individual's career, education or professional reputation; access to privileged information or facilities, personal and family connections or associations which could affect or influence the individual's College role.
- 3.2 A 'conflict of interest or loyalty' may be defined as a situation where an individual can be perceived or known to be prevented from acting in the best interests of the College as a result of a relationship with a person or another body or organisation, or where the individual personally benefits, or is perceived to benefit, from an activity, opportunity or transaction.
- 3.3 Interests that staff members or governors covered by this Policy have that would always be required to be disclosed include, but are not limited to:
- 3.3.1 Executive and Non-Executive directorships, governorships, trusteeships
 - 3.3.2 Public Appointments
 - 3.3.3 Services for personal use from people or companies who do business with the College
 - 3.3.4 Shareholdings (5% or more) or other form of equity investment in a company in which the individual is an employee, partner, director, or owner
 - 3.3.5 Other financial interest in a company in which the individual is an employee, partner, director, or owner.
 - 3.3.6 Licensing of Intellectual Property
 - 3.3.7 Employment /Consultancy outside the College
 - 3.3.8 Attracting research funding and research projects
 - 3.3.9 Memberships of any relevant professional bodies, special interest groups or membership organisations
 - 3.3.10 Gifts and Hospitality
 - 3.3.11 Immediate family (spouse/partner, adult children, parents and siblings) interest in any of the above

If a member of staff or governor believes that a conflict of interest or loyalty is possible they must declare that interest. If in doubt they should seek guidance from their line manager, the Head of Research and Postgraduate Provision in the case of research funding/ projects or the Clerk to the Board.

4. Related Parties

- 4.1 'Related Party' and 'Related Party transactions' are terms used in financial reporting and accounting to draw attention to the fact that the financial position and profit or loss of an organisation (the College) may have been affected by the existence of related parties and by transactions and outstanding balances with such parties. The majority of staff who declare an interest are unlikely to be considered a 'related party' according to the technical meaning of the terms, e.g., having control, joint control, significant influence or being key management personnel of the reporting entity.
- 4.2 There is a higher degree of probability with senior staff and governors that an interest may lead to a Related Party Transaction, because of their seniority within the College. Further information on related party disclosures is available from the Chief Financial Officer who will collect this information as part of the College's annual external audit.

5. Personal interests

- 5.1 The notion of family and personal interests is not a clearly defined area. For example, it would not be expected that all staff disclose family links or friendships formed with former or current College employees, or bodies linked to the College.
- 5.2 However, a member of senior staff or governor of the College with significant actual or perceived influence would be expected to disclose such an interest. For example, the spouse/partner of a senior member of staff or governor serving on the Board of an organisation with which the College partners, or holding equity in a company with which the College contracts, would be deemed to constitute an interest.

6. Declarations of Interest

- 6.1 In order to meet its obligations under the Bribery Act 2010 and related legislation, the Board has agreed that only governors and the College Executive Group (CEG) should complete an annual disclosure for entry in the Register of Interests.
- 6.2 In addition, there is a requirement for prospective governors or future members of the CEG to disclose interests at the point of application. Individuals will be required to do so through the relevant application process.
- 6.3 Whilst other staff, are not required to complete an entry in the Register of Interests, this does not remove the responsibility and duty of staff to disclose interests where there is an actual, potential or perceived conflict of interest or loyalty, such interests should be declared to an individual's line manager. Any queries may be discussed with the Clerk to the Board.
- 6.4 Refusal to, or conscious avoidance of, disclosure of interests, (even where the disclosure would constitute a 'Nil' Return) may be treated as a disciplinary matter and referred for action under the relevant procedure (be it for governors or members of staff).

7. How to make declarations of interest – governors and CEG

- 7.1 All members of the Board of Governors and CEG will be required to make an annual declaration which will be compiled and held by the Clerk to the Board. The compiled Register of Interests will be presented to the Governance and Nominations Committee after each annual review.
- 7.2 Appended to this Policy is the Declaration of Interests Form which is issued online to governors and members of CEG annually, normally at the end of the financial year as part of the annual process for updating governor information.
- 7.3 It should be noted that the content of the Register of Interests is likely to be covered by the provisions of the General Data Protection Regulations and so subject to disclosure in respect of a Freedom of Information request.

8. Consideration and management of conflicts of interest or loyalty

- 8.1 The majority of interests disclosed are not likely to give rise to conflicts between disclosers and the College. Many actual, potential or perceived conflicts of interests or loyalty will be minor. In most cases, for low significance or low impact conflicts, it is expected that the interest held by both the individual and the College can continue to operate as normal, in the confidence that the interest has been properly declared, managed and understood by all parties.

- 8.2 The approach adopted to manage the conflict should be documented with evidence that the conflict has been appropriately managed or resolved, as agreed with:

8.2.1 for staff, the individual's line manager.

8.2.2 for governors and CEG, the Clerk to the Board.

The Clerk to the Board will be able to advise in cases of difficulty.

- 8.3 The Governance and Nominations Committee will discuss any interests declared which would require proactive management as part of its annual review, for example:

8.3.1 by a member of the Board or CEG not taking part in any discussion or decision related to the interest declared,

8.3.2 by a member of the Board or CEG being asked not to be present for discussion of matters related to the interest declared.

The Clerk to the Board will bring matters to the attention of the Governance and Nominations Committee that require active management in relation to governors and members of the CEG and will conduct the declarations of interest exercise annually in accordance with this Policy. Staff will be periodically (at least once a year), made aware of this policy and of the need to make a declaration.

- 8.4 At each meeting of the Board and its committees members are also invited to declare interests in respect of the business on the agenda so that a view can be taken on the appropriate way of dealing with the conflict of interest.

Declaration of Interests Form (made available online for completion by governors and CEG annually)

1. Name: _____
2. Employment - please enter details of any employment in the last 24 months, including any consultancy or self-employed work, which may, or may be perceived to, give rise to a conflict of interest _____ or _____ loyalty.

3. Directorships - please enter details of any public or private company of which you are a director (including dormant companies) which may, or may be perceived to, give rise to a conflict of interest or _____ loyalty.

4. Trusteeships - please enter details of any charity of which you are a trustee which may, or may be perceived to give rise, to a conflict of interest or loyalty. Name of charity and dates of appointment

5. Board or committee memberships - please enter details of any Board or committee memberships that may, or be perceived to, give rise to a conflict of interest or loyalty. _____
6. Memberships - please enter details of any relevant professional bodies, special interest groups or membership organisations to which you belong which may, or may be perceived to, give rise to a conflict of interest or loyalty. _____
7. Public office - please enter details of any public appointments or office to which you have been elected which may, or may be perceived to, give rise to a conflict of interest or loyalty. _____
8. Shareholdings - please enter details of any shares (5% or more shareholding) held in a company where the share value might be affected by a College decision. _____
9. Interests of immediate family (spouse/partner, adult children, parents and siblings) - governors should declare interests of any immediate family members. It is for the individual governor to decide whether the interests of their immediate family members are relevant in this context. Please enter the family members name, relationship to you and nature of the interest. _____
10. Any other interest - please enter details of any interest not included above which may give rise, or be perceived to, give rise to a conflict of interest or loyalty. _____
11. I confirm that I have disclosed all my financial and non-financial interests and those of my immediate family. I understand that it is my responsibility to disclose to the Clerk to the Board any additional interests as they arise.

Date: _____