

United Colleges Group

CONFLICTS OF INTEREST POLICY

Policy owner:	Director of Governance
Date of last approval:	18 October 2023
Approval / review body:	Corporation (Recommended by Governance, Search and Remuneration Committee)
Date of next review:	October 2025
<i>Date / status of this issue:</i>	Approved

CONFLICTS OF INTEREST POLICY¹

1. Purposes of the policy

1.1 It is the policy of United Colleges Group Corporation (“the Corporation”) that all members of the Corporation and senior staff attending Corporation and/or corporation committee meetings and corporation committee members who are not members of the Corporation must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Corporation on the one hand and the personal, professional and business interests of the member or committee member or senior staff member concerned, and of persons connected with them², on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

1.2 The purposes of this policy are:

- to ensure that members comply with their legal duties, including in particular those under the Corporation’s Instrument and Articles of Government, and their duty to act only in the best interests of the Corporation;
- to protect the integrity of the Corporation's decision-making process;
- to enable all outside parties dealing with the Corporation to have confidence in the Corporation's integrity; and
- to protect the integrity and reputations of the Corporation’s members and committee members and senior staff.

2. Disclosure of interests

2.1 From the adoption of this policy, or upon being appointed, whichever is later, all members of the Corporation and committee members and senior staff 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 and must be used for this purpose. Any question about whether a member has an interest which should be disclosed should be referred in the first instance to the Director of Governance for a determination.

2.2 Written disclosures will be kept on a register maintained by the Director of Governance and all members and committee members and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each academic year. The register will be accessible by any person wishing to inspect it, in accordance with clause 11(e) of the Corporation’s Instrument of Government.

¹ This policy should be read in conjunction with the Charity Commission’s guide “Conflicts of interest: a guide for charity trustees”
http://webarchive.nationalarchives.gov.uk/+/http://www.charitycommission.gov.uk/charity_requirements_guidance/charity_governance/good_governance/conflicts.aspx.

The policy should be included in the Members’ Handbook or other induction material provided to all members.

² For the definition of “connected person” see Charities Act 2011, s.188.

3. Organisation of meetings where a member has disclosed an interest

- 3.1 Where a member has previously disclosed an interest and the Chair or Director of Governance is satisfied that the interest is relevant to an item on the agenda for a meeting of the Corporation or of a corporation committee the member or committee member concerned will not be sent the papers in respect of that item.

4. Decisions made other than at meetings

- 4.1 A similar approach will be adopted in relation to decisions taken other than by meetings, e.g. by written resolutions. Any member who has disclosed an interest considered by the Chair or the Director of Governance to be relevant to the matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

5. Management of conflicts of interests in meetings etc.

- 5.1 This section of the policy should be read in conjunction with clause 11 of the Corporation's Instrument of Government.
- 5.2 In the course of meetings of the Corporation or of a corporation committee and all other activities whereby conflicts may arise all members and committee members and senior staff will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain or they have any other interest of a type identified by the Corporation. If there is a failure to declare an interest that is known to the Chair of Corporation and/or the Chair of the committee or of any such meeting/person responsible for organising such activities and/or the Director of Governance, the Chair of Corporation or other such person or the Director of Governance will declare that interest. After disclosure of any such interest, in the case of a meeting the member and/or committee member and/or senior staff member concerned may be required by a majority vote of members not subject to such a conflicting interest to leave the room whilst the matter is discussed. The member or committee member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the member or committee member or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.
- 5.3 All decisions of the Corporation or committee made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:
- the nature and extent of the conflict;
 - an outline of the discussion;
 - the actions taken to manage the conflict.
- 5.4 Where a member or committee member or senior staff member benefits 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.

6. Failure to disclose a relevant interest

- 6.1 The decision of the Chair as to whether a member has failed to disclose a relevant interest shall be final. 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. It may also result in the member or committee member being subject to legal action and personal liability for breach of trust. Such breaches 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 breaches by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures.
- 6.2 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.

7. Benefits for Corporation members and committee members

- 7.1 It is a basic principle of charity law that charity trustees, such as Corporation members, should not profit from their position, although trustees are entitled to be reimbursed for expenses actually and reasonably incurred in undertaking the business of the charity. The Corporation has agreed that reasonable out of pocket expenses such as travel, subsistence and the cost of child care fees which are incurred as a result of attending a meeting will be available to Members of the Corporation and committee members, as will any expenses that are incurred by a Member of the Corporation or committee member who is involved in any activity, function or event, provided that their involvement was formally approved by the Chair. To claim reimbursement of approved costs and expenses, Members of the Corporation and committee members must complete the appropriate form which is available from the Director of Governance. Members of the Corporation and committee members must comply with these requirements. In addition, clause 11 of the Corporation's Instrument of Government allows the Corporation to insure them against liabilities arising from their office.
- 7.2 The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for goods or services provided by them to the charity under a contract for services. This procedure must be followed if a member or committee member wishes to receive such a payment.
- 7.3 Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the approval of the Corporation and permission from the Charity Commission. This is only granted in exceptional circumstances.³ Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the CEO and staff governors), or by law, or without the approval of the Corporation and permission of the Charity Commission, which is only granted in exceptional circumstances.

³ See the Charity Commission's guidance *Payment and expenses of college governors*: <http://webarchive.nationalarchives.gov.uk/+/http://www.charitycommission.gov.uk/detailed-guidance/specialist-guidance/schools,-colleges-and-universities/payment-and-expenses-for-college-governors>.

8. Data Protection

- 8.1 The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 2018. Data will be processed only to ensure that members and committee members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

9. Review of this policy

- 9.1 This conflicts of interest policy will be reviewed on a bi-annual basis at the first meeting of the Corporation in the academic year or more frequently should circumstances change.

Approved by the Corporation on 13 October 2021

Reviewed by the GSR Committee on 29 September 2021

APPENDIX

Declaration of Interests Form

I as Corporation Member of United College Group have set out below my interests in accordance with the Corporation’s conflicts of interest policy for Governors.

<i>Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person as defined by the Charities Act 2011 such as a member of your immediate family, employer or some other close personal connection.</i>	
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority memberships, magistracy, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Gifts or hospitality in excess of £25 offered or accepted in the last 12 months.	
Any contractual relationship with the Corporation or UCG or any company or other organisation connected with the Corporation or UCG.	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	
Any other matter (e.g. an unspent criminal conviction or an act of bankruptcy) which would make you ineligible for membership/continued membership of the Corporation.	

To the best of my knowledge, the above information is complete and correct. 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.

Signed:

Date:

