

CONFLICTS OF INTEREST POLICY

1. INTRODUCTION

1.1 Purpose and Scope

The purpose of this policy is to encourage the disclosure of actual, potential or perceived conflicts of interest in order to protect the integrity and reputation of the University and its members. The University acknowledges that there are a wide range of situations in which conflicts of interest may arise; where an individual is unsure, they should seek advice from HR in the first instance. References to conflicts of interest should also be read as referring to conflicts of commitment and conflicts of loyalty, both of which are explained in this document.

1.2 This policy applies to:

- employees of the University
- visiting lecturers
- members of Council
- individuals that work as contractors or consultants for the university

Those to whom the policy applies will be made aware of the policy and will be required to report any conflicts of interest between the interests of the University on the one hand and personal, professional and business interests on the other, so that they may be appropriately managed. The policy seeks to promote the management of the perception of conflicts of interest as well as actual conflicts.

1.3 It is the responsibility of each individual to familiarise themselves with this policy and recognise situations in which questions of conflicts of interest might reasonably be raised, and to disclose such situations to the University by taking the appropriate steps identified in this policy.

1.4 The University's Executive Group is responsible for the operation of this policy and for ensuring that there are appropriate processes in place to promote and monitor compliance with it, supported by the Head of HR. An annual Declaration of Interests exercise will be undertaken by HR and reported to the Nominations, Performance and Remuneration committee.

2. WHAT IS A CONFLICT OF INTEREST?

2.1 For the purpose of this policy, a conflict of interest includes the following:

- **Conflict of interest:** A conflict of interest arises where there is an actual or potential risk or a perceived conflict in duties between acting in the best interests of the university and formal and/or informal commitments, obligations or undertakings to another body/association/affiliation in relation to the same or related matters;
- **Conflict of loyalty:** where overlapping personal interests or loyalties could, or be perceived to, prevent an individual from making a decision only in the best interests of the University;
- **Conflict of commitment:** where an individual's engagement in outside professional activity, paid or unpaid, involves a commitment of time that may conflict with their obligations to the University.

3. AVOIDING CONFLICTS OF INTEREST

- 3.1 A conflict of interest may arise where an individual might be seen to be influencing University matters for actual, potential or perceived personal benefit. Such a conflict may arise in a situation when an employee or Council member is in a position to influence, directly or indirectly, University business, research or their decisions in ways that could lead to gain for them, their family or others. This may include unremunerated interests, positions of authority or other significant involvement in other organisations (e.g. charitable, political or other educational bodies). It is particularly important for Council members and senior management involved in procurement to disclose interests they have in, or with, any organisation from with the University procures goods or services.
- 3.2 No one should be involved in making decisions in relation to their commitments to the University from which they, or anyone with whom they have a close financial or personal relationship, stands to benefit personally. In thinking about whether there is any conflict between decisions that they are making, and their own personal interests, the common law test for bias is whether a fair-minded and informed observer would have any reason to suspect an individual's impartiality might be compromised.
- 3.3 Such considerations apply to a wide range of activities in which conflicts may arise, including (but not restricted to) student admissions, student assessment, disciplinary proceedings, appeals staff recruitment, staff promotion and remuneration, procurement, and assessing proposed relationships or collaborative agreements between the University and outside parties.
- 3.4 Situations in which a conflict of interest may arise include:
- Where there is actual, potential or perceived personal gain or gain to an immediate family member/close contact/friend;
 - Where there is actual, potential or perceived financial gain which may be seen to influence action or decision-making;
 - Where an individual is in a position (whether actual, potential or perceived) to directly or indirectly enhance their career or the career of others with whom they are personally associated; and
 - Where there is actual, potential or perceived reputational impact for either the University or the individual personally.
- 3.5 In relation to extracurricular commitments that may create conflict, individuals covered by this policy should ensure that they do not enter into commitments or engage in activities which are inconsistent with their terms and conditions of employment (or terms of appointment for Council members) with regard to outside activities and the permission required to engage with them.
- 3.6 In the event of queries, individuals should seek advice from their line manager in the first instance (or the HR team); Council members should seek advice from the Secretary to Council.

4. WHEN SHOULD A CONFLICT OF INTEREST BE DECLARED?

- 4.1 All individuals should declare any interests that might lead to an actual, potential or perceived conflict of interest as soon as they are aware of them. An individual

may not themselves determine whether there is a conflict and, if so, how it is managed, The University will be able to manage any actual, potential or perceived conflicts of interest more easily and readily if they are aware of such conflicts from the outset. Whilst an interest may not appear to give rise to a conflict, in the interests of transparency it should be declared.

4.2

Where an individual covered by this policy is also a board member or director of any funding organisation proposing to fund an activity at the University, there may be a potential conflict of interest. In such a situation, to ensure that any conflict of interest is adequately managed, the individual should declare their interest to the University; such cases will be referred to the Executive Group for approval. Council members' affiliations should be managed carefully to ensure that decisions are not influenced, or be perceived to be influenced, by personal interests. Management of conflicts of interest will also limit the potential for reputational risk for all related parties.

4.3

Failure to disclose an interest, providing an incomplete or inaccurate disclosure, failing to seek approval or failing to appropriately manage a conflict of interest may constitute misconduct and may result in disciplinary action being taken by the University.

5. HOW TO DECLARE A CONFLICT OF INTEREST

5.1

All members of the University's Executive Group and members of Council should complete the Annual Declaration of Interests exercise. In addition, they should disclose any interests that might lead to an actual, potential or perceived conflict of interest as soon as they are aware of them. They should not be involved in any decision-making process without having completed the annual declaration of interests exercise.

5.2

All other members of staff, visiting lecturers and individuals that work as contractors or consultants for the university, should disclose any interests that might lead to an actual, potential or perceived conflict of interest as soon as they are aware of them. They should ensure that they address any potential conflict of interest during any recruitment exercise.

5.3

Whilst it is primarily the duty of the individual to declare interests, others (such as a manager) may become aware of a conflict of interest and thus make a declaration.

5.4

To declare a conflict of interest:

- a) Executive Group and Council members: should complete the Declaration of Interests form available on the HR intranet (and see Appendix B) on an annual basis. This should be returned to the HR team (HR@buckingham.ac.uk) to ensure appropriate record keeping and reporting to the Executive Group and annually to the Nominations, Performance and Remuneration Committee.
- b) All other members of staff should disclose any interests as soon as they are aware of them, again through completion of the Declaration of Interests form, submitted to the HR team (HR@buckingham.ac.uk).

5.5

In addition to this declaration process, at any committee meeting there should be a standing item on the agenda on conflicts of interest. Members should be invited

to declare any conflict either actual or perceived that may arise in the course of the meeting. Any members that become aware of a conflict that they have not declared at the start of the meeting should do so as soon as they become aware of the conflict. The minutes of each meeting should record whether or not any conflicts were declared. The Chair of the committee should decide whether the member concerned can:

- i. Fully participate in the business of the committee with no restrictions;
- ii. Remain in the meeting where the conflict of interest is considered but not participate in the discussions;
- iii. Withdraw from the decision making process in relation to the conflict of interest; or
- iv. Withdraw entirely from the business of the committee.

- 5.6 If the Chair of a committee has a conflict, the committee should agree for the Vice/Deputy Chair or another appropriate member to act as Chair for the item in question.

In respect of Council members, additional provisions for the management of actual, potential or perceived conflicts of interest and conflicts of loyalty should be followed. A conflict of loyalty may occur where a Council member's loyalty or duty to another person or organisation could prevent them from making a decision only in the best interests of the University. Members of Council should be mindful of the potential for bias in decision-making and, with the Secretary to Council, should consider whether there is the potential for actual or perceived bias in fulfilling their role. The provisions for the management of declarations of interest by Council members are set out in Appendix A.

6. WHAT HAPPENS WHEN A CONFLICT OF INTEREST IS DECLARED?

- 6.1 All declared actual, potential or perceived conflicts of interests should be considered in the first instance by the relevant Dean, Head of Professional Services department or Committee Chair, in consultation with the relevant member of the Senior Leadership team (SLT) where required. Where the subject of the declaration is a Dean, Head of Professional Service or Committee Chair, this should be reviewed by the relevant member of the SLT. The reviewer should determine what, if any, further action is required. Individuals should not determine how to manage their declarations.
- 6.2 Several factors will need to be considered when assessing the seriousness of the conflict of interest and potential for bias. These include but are not limited to:
- a) The seriousness of the actual, potential or perceived conflict;
 - b) How closely the two interests concern each other;
 - c) The magnitude of the actual, potential or perceived effect of one on the other;
 - d) The nature or significance of the particular decision or activity being carried out;
 - e) The extent to which the individual's other interest could actually affect or be perceived to affect the University's decision or activity; and
 - f) The nature or extent of the individual's current or intended involvement in the University's decision or activity.

7. POTENTIAL OUTCOMES

- 7.1 Where the relevant member of the SLT, Dean, Head of Professional Services

Department or Committee Chair determines that there is no conflict of interest, this should be formally recorded and reported to HR. An explanation and any supporting documentation should be included as to why it was concluded that no conflict arose.

7.2 Where a conflict of interest is deemed to exist, the relevant Dean, Head of Professional Services Department or Committee Chair will determine the appropriate resolution, in consultation with the Secretary to Council where required. These may include:

- a) Continue as previously, where the conflict is considered to be insignificant;
- b) Continue with restrictions or additional oversight (with such restrictions or additional oversight stipulated);
- c) Withdraw from any discussions in relation to the particular activity/item in question or from making any decisions in relation to it;
- d) Reassign the decision, tasks or duties to someone else; or
- e) Relinquish any involvement in the particular activity.

Any unresolved matter should be referred to the Secretary to Council for consideration by the Nominations, Performance and Remuneration Committee where appropriate.

Appendix A

MANAGING DECLARATIONS OF INTEREST BY COUNCIL MEMBERS

1. All Council members will be required to complete the Declaration of Interests form prior to appointment and on an annual basis thereafter. This includes declaring associations with organisations, relationships, property and any other potential conflicts.
2. As soon as a Council member becomes aware of an interest that may be of relevance to the business of Council or one of its sub-committees, the declaration shall be made as soon as practicable either at the meeting or in advance to the Secretary to Council. An individual may not themselves determine whether there is a conflict nor how it is managed.
3. The Secretary to Council, or their nominee, will review all declared interests to determine whether there is a conflict of interest and, if so, whether this can be managed to allow the member in question to participate in the business of Council. Where necessary, the matter will be referred to the Nominations, Performance and Remuneration committee (NPRC) for consideration.
4. Council members should provide all information requested in order to help make a decision on a potential conflict of interest. Where the interest concerns positions of authority held, or other significant involvement in a third party organisation, Secretary to Council may consider approaching that organisation for relevant information.
4. In deciding which course of action to take, the Secretary to Council (or nominee):
 - a) Must always be able to demonstrate that they have made their decisions only in the best interests of the University and independently of any competing interest;
 - b) Must always protect the University's reputation and be aware of the impression that their actions and decisions may have on those outside the University;
 - c) May require the withdrawal of the affected Council member from any decisions where the other interest is relevant to a high risk or controversial decision or could significantly affect, or be seen to affect, the member's decision-making at the University; and
 - d) Must always be aware that the presence of a conflicted Council member can affect trust between Council members, could inhibit free discussion and might influence decision-making in some way.
5. If the Secretary to Council (or nominee) is of the view that a complex situation or conflict of interest requires further consideration or cannot be managed, the matter will be referred to the NPRC for consideration. The NPRC will consider the matter and decide that having registered and fully declared the interest the Council member concerned may either:
 - a) Fully participate in the business of Council with no restrictions;
 - b) Remain in the meetings where the conflict of interest is considered but not participate in discussions;
 - c) Withdraw from the decision-making process in relation to the conflict of interest;
or
 - d) Withdraw entirely from the business of Council either permanently or for a specified period of time.

6. A report will be made annually to the NPRC to confirm the decisions of the Secretary to Council (or nominee).

Council members cannot use information obtained at, or disclosed by, the University for their own benefit, or that of another organisation, if it has been obtained or disclosed in confidence, or is commercially sensitive.

Appendix B

DECLARATION OF INTERESTS FORM

Our stakeholders are entitled to demand conduct of the highest standard from trustees, employees, agents, officers and members of the University and the University's Subsidiary Companies. Such persons have an obligation to avoid conflicts between their private interests and personal relationships and their duty to the University, particularly where this could be against the University's interests, or in any way weaken public confidence in the conduct of the University's business.

The Office for Students (OfS), the Charity Commission, the Companies Act 2006 and the University's External Auditors require us to demonstrate that individuals acting in an official capacity for The University are not perceived to be unduly influenced by external factors in their decision-making. This requirement is also endorsed by The Committee of University Chairs in their Guide for Members of Higher Education Governing Bodies in the UK. Individuals are therefore required to identify and declare any potential interests or close relationships they or specified relatives have.

This declaration of interest will assist the University to:

1. Ensure that it mitigates the probability of receiving a legal challenge on the basis of any trustee's/employee's/agent's/officer's/member's financial and/or personal interests in any organisation that may influence the business of the University.
2. Provide reassurance to potential bidders tendering for work that you do not have any financial and/or personal interests in any organisation involved in the tendering process, whether the organisation is involved directly or as a member of a bidding consortium.
3. Ensure that trustees/employees/agents/officers/members avoid unjustified suspicions about their influences and motives.
4. Provide a system for better maintaining proper standards of conduct and ensure that there is no impropriety in The University's internal and external dealings.

Any information you disclose will be kept securely by the University; and will not be disclosed to any person outside of the Secretary to Council's office, Finance and Academic Services teams, other relevant University persons, External Auditors or otherwise as required by law.

You are under an obligation to ensure that this declaration is completed fully, truthfully, accurately and is kept up to date.

Individuals should be aware of the magnitude of the potential cost and time delays to the University, in the event that its business activities were to be compromised by any conflict of interest which has not been appropriately disclosed.

We recognise that there may be additional potential conflicts of interest to individuals that may or may not be material matters in the context of the University's business. If you believe that this may be an issue or you have a query regarding this declaration then please contact the Secretary to Council.

Please fully complete Section A and Section B. State N/A if not applicable.

Section A: Personal and/or financial interests of trustee/employee/agent/officer/member

To the best of my knowledge and belief, I have the following interests of the kinds set out under the following headings:

Q1. Employment

Do you have any remunerated appointments/roles which may cause a conflict of interest?

If you are a council or committee member then all appointments/roles must be given, not just those which create a conflict of interest.

Q2. Directorships

Do you have any Directorships which may cause a conflict of interest?

If you are a council or committee member then all directorships must be given, not just those which create a conflict of interest. **Please provide company registration number.**

Q3. Shareholdings

Do you have any significant shareholdings, amounting to one percent (or greater) of the share issue; in a public company or a private company or body which might give rise to a conflict of interest?

Q4. Political Interests

Do you have any political interests which are a matter of public record, for example, election to a local political office, which may cause a conflict of interest?

Q5. Connections to Government departments

Do you have any connections, whether paid, unpaid and/or advisory, with appropriate Government departments, for example the Department for Education, which may cause a conflict of interest?

Q6. Connections to other Higher Education (HE) institutions or funding bodies

Do you have any connections to HE institutions or funding bodies which may cause a conflict of interest? It is not necessary to register appointments as external examiners with other HE institutions.

Q7. Charities

Are you a trustee of any charities which may cause a conflict of interest? Include positions that are paid, unpaid and/or advisory. **Please provide charity registration number.**

If you are a council or committee member then all trusteeships must be given, not just those which create a conflict of interest.

Q8. Personal relationships

Do you have any personal relationships with employees/officers of any organisation which may cause a conflict of interest?

Q9. Connections to other organisations

Do you have any specific connections, whether paid, unpaid and/or advisory, with other organisations which may cause a conflict of interest?

Q10. Other Factors

Are there any other factors, such as posts (paid, unpaid and/or advisory), honorary positions or other connections which might give rise to a conflict of interest?

Section B: Personal and/or financial interests of spouse/partner/cohabitee and immediate family members

To the best of my knowledge and belief my spouse/partner/cohabitee and immediate family members (parents, siblings and children) have the following interests of the kinds set out under the following headings. **Please ensure the name of the relevant individual, and their relationship to you, is listed:**

Q11. Employment

Is there a potential conflict of interest with the employer(s) of your spouse/partner/cohabitee and members of your immediate family?

Q12. Directorships

Does your spouse/partner/cohabitee and members of your immediate family have any Directorships which may cause a conflict of interest? **Please provide company registration number if required.**

Q13. Shareholdings

Does your spouse/partner/cohabitee and/or members of your immediate family have any significant shareholdings, amounting to one percent (or greater) of the share issue; in a public company or a private company or body which might give rise to a conflict of interest?

Q14. Personal relationships

Does your spouse/partner/cohabitee and/or members of your immediate family have any personal relationships with employees/officers of any organisation which may cause a conflict of interest?

Q15. Connections to other organisations

Does your spouse/partner/cohabitee and members of your immediate family have any specific connections, paid, unpaid and/or advisory, with other organisations that may which may cause a conflict of interest?

General declaration

I have declared in Sections A and B all activities and interests which may present a conflict between my private interests and my duty to the University. I declare that to the best of my knowledge and belief the answers I have given are truthful, accurate and complete. There are no other activities or personal relationships that may present a conflict between my private interests and my duty to the University. I understand that it is my responsibility to discuss and review this declaration with the Secretary to Council; and to update this declaration in line with University Regulations. I undertake to inform the Secretary to Council.

Name

Signature

Date