

UCEM (Board of Trustees) Conflicts of Interest Policy

Version: 6.00
Status: Final
Author: Jane Fawkes
Date: 06.07.2023

UCEM Policy
(Board of Trustees) Conflicts of Interest

Approval History

Version	Date	Name
1.00	26/03/2015	Board of Trustees
2.00	28/06/2017	Board of Trustees
3.00	28/06/2018	Board of Trustees
4.00	27/06/2019 19/06/2020 09/07/2021	Board of Trustees Board of Trustees (annual re-approval, no changes) Board of Trustees (annual re-approval, no changes)
5.00	07/07/2022	Board of Trustees (annual re-approval, no changes)
6.00	06/07/2023	Board of Trustees (annual re-approval, no changes)

Document History

Version	Date	Reason	Person
1.00	26/03/2015	First approved draft	Grahame Smith
1.01	12/05/2017	Updated to UCEM branding and wording for UCEM Board to approve in June 2017	Jane Fawkes
2.01	14.06.2018	Minor changes for approval of the Board	Jane Fawkes
3.01	18.06.19	Minor name change to differentiate between BoT and Staff policies	Jane Fawkes
4.01	24.06.2022	Annual Re-approval (no changes)	Jane Fawkes
5.01	26.06.2023	Annual Re-Approval (no changes)	Jane Fawkes

UCEM Policy
(Board of Trustees) Conflicts of Interest

Table of Contents

1.	<i>Purposes of the policy</i>	1
2.	<i>What is a conflict of interest?</i>	1
3.	<i>Disclosure of interests</i>	1
4.	<i>Organisation of meetings where a trustee has a disclosed interest</i>	1
5.	<i>Decisions made other than at meetings</i>	1
6.	<i>Management of conflicts of interests in meeting</i>	1
7.	<i>Failue to disclose a relevant interest</i>	3
8.	<i>Benefits for trustees</i>	3
9.	<i>Examples of situations where a conflict of interest occurs</i>	4
10.	<i>Data protection</i>	4
11.	<i>Review of this policy</i>	5

UCEM Policy
(Board of Trustees) Conflicts of Interest

1. Purposes of the policy

- 1.1 It is the policy of University College of Estate Management (“UCEM”) that all trustees must keep to an absolute minimum all unavoidable conflicts of interest between the interests of UCEM on the one hand and the personal, professional and business interests of the trustee 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. This Policy should be read in conjunction with the Charity Commission: Conflicts of Interest: a guide for charity trustees (C229) <https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29/conflicts-of-interest-a-guide-for-charity-trustees>
- 1.2 The purposes of this policy are:
- 1.2.1 to ensure that trustees comply with their legal duties including, in particular, those under charity law relating to conflicts of interest and their duty to act only in the best interests of UCEM;
 - 1.2.2 to protect the integrity of UCEM’s decision-making process;
 - 1.2.3 to enable all outside parties dealing with UCEM to have confidence in UCEM’s integrity; and
 - 1.2.4 to protect the integrity and reputations of UCEM’s trustees.

2. What is a conflict of interests?

- 2.1 The Charity Commission’s guidance on conflicts of interests defines a conflict of interests as follows:

Any situation in which a trustee’s personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of the charity.

- 2.3 This definition includes actual and potential conflicts; a conflict of interest can relate to a trustee personally or to a person or business they are connected to through a family or business relationship.

3. Disclosure of interests

- 3.1 From the adoption of this policy, or upon being appointed, whichever is later, all trustees of UCEM 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 will be issued to Trustees and is to be used for this purpose. Any question about whether a trustee

UCEM Policy
(Board of Trustees) Conflicts of Interest

has an interest which should be disclosed should be referred, in the first instance, to the Chair for a determination.

- 3.2 Written disclosures will be kept on a register maintained by the University College Secretary and all trustees 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 financial year. The register will be accessible by trustees and UCEM's internal and external auditors.

4. Organisation of meetings where a trustee has disclosed an interest

- 4.1 Where a trustee has previously disclosed an interest and the Chair is satisfied that the interest is relevant to an item on the agenda for a meeting of the board or of a board committee the trustee concerned may not be sent the papers in respect of that item.

5. Decisions made other than at meetings

- 5.1 In cases where decisions are made by way of a written resolution of the trustees, any trustee who has disclosed an interest considered by the Chair 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.

6. Management of conflicts of interests in meetings

- 6.1 In the course of meetings of the Board, or Board Committees, all trustees 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 (this includes any non-material gain such as receiving information in relation to a matter a trustee is conflicted for). Even if the trustee, or person connected to the trustee, does not receive a gain but there is a conflict of loyalty by virtue of the trustee owing a duty to some other organisation/person, the same procedure applies.
- 6.2 If there is a failure to declare an interest that is known to the Chair, the Chair will declare that interest. After disclosure of any such interest, in the case of a meeting, the trustee concerned will be asked to leave the room (unless expressly invited to remain, possibly in order to provide information on the matter in hand) whilst the matter is discussed. The

UCEM Policy

(Board of Trustees) Conflicts of Interest

trustee will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question.

- 6.3 In the case of all other activities, the trustee will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.
- 6.4 All decisions of the Board or Committee made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:
 - 6.4.1 the nature and extent of the conflict;
 - 6.4.2 an outline of the discussion; and
 - 6.4.3 the actions taken to manage the conflict.
- 6.5 Where a trustee benefits from any such decision, this will be reported in the annual report and accounts in accordance with relevant accounting requirements.

7. Failure to disclose a relevant interest

- 7.1 The decision of the Chair as to whether a trustee has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a trustee being in breach of this policy. It may also result in the trustee being subject to legal action and personal liability for breach of trust. Such breaches may lead to UCEM considering the possibility of suspending or terminating the appointment of the trustee.

8. Benefits for trustees

- 8.1 It is a basic principle of charity law that charity trustees 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.
- 8.2 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 trustee wishes to receive such a payment.
- 8.3 Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission. This is only granted in exceptional circumstances. 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, or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

9. Examples of situations where a conflict of interest occurs

The Charity Commission's guidance on conflicts of interests provides a number of examples set out below where a conflict of interest may occur:

- 9.1 **Trustee Benefits** - *A charity has some empty office space and its trustees are considering letting it to a company owned by one of the trustees. This would be seen as a trustee benefit as it would involve a transaction with a business owned by a trustee and the*

UCEM Policy (Board of Trustees) Conflicts of Interest

trustees can only proceed with the transaction once they have a proper authority for the trustee benefit. In cases which involve a property transaction with a connected person, the trustees must get authorisation from the Charity Commission and comply with the conditions in the Charities Act 2011 before proceeding.

9.2 **Conflicts of loyalty** – *An individual is a trustee for two charities planning to bid for the same service provision contract. This conflict of interest is a loyalty conflict. It does not involve benefit to the trustee, but the trustee’s decision at either charity could be influenced by his or her knowledge of and duty to the other charity. This means that the trustee cannot fulfil his or her duty to either charity to make decisions only in its best interests.*

9.3 **Membership of another organisation** – *An educational charity is making a decision about delivering a programme of work at an education institution, including one where one of its trustees is a member. This conflict is a conflict of loyalty because the trustee has a connection with the education institution through his or her membership. However, the trustees may conclude that this is a low risk conflict of loyalty which, once declared, does not need to prevent the trustee from participating because:*

9.3.1 *the trustee’s connection to the educational institution is through membership only;*

9.3.2 *the trustee’s membership is likely to have no bearing on her approach to the decision; and any benefits to the educational institution’s members which result from the decision will only affect the trustee in the same way as other members.*

10. Data Protection

10.1 The information provided in disclosures will be processed in accordance with the data protection principles **under the General Data Protection Regulation (2016/679), the Data Protection Act 2018 and any amendment or update to that legislation** Data will be processed only to ensure that trustees act in the best interests of UCEM. The information provided will not be used for any other purpose.

11. Review of this policy

11.1 This conflicts of interest policy will be reviewed on an annual basis or more frequently should circumstances change.