

Conflicts of Interest Policy¹

Purposes of the policy

It is the policy of South Thames Colleges Group Corporation (“the Corporation”) that all governors 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.

The purposes of this policy are:

- to ensure that governors 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, committee member and senior staff.

Disclosure of interests

From their appointment all governors, committee members and senior staff are 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 Head of Governance for a determination.

Written disclosures will be kept on a register maintained by the Head of Governance and all governors, 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 fiscal year. The register will be accessible by any person wishing to inspect it, in accordance with clause 10(5) of the Corporation’s Instrument of Government.

Organisation of meetings where a member has disclosed an interest

Where a member has previously disclosed an interest and the Chair or Head 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 concerned may not be sent the papers in respect of that item.

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.

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

Decisions made other than at meetings

A similar approach will be adopted if the Corporation takes decisions other than by meetings, e.g. by written resolutions. Any member who has disclosed an interest considered by the Chair or the Head 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.

Management of conflicts of interests in meetings etc.

This section of the policy should be read in conjunction with clause 10 of the Corporation's Instrument of Government.

In the course of meetings of the Corporation or of a corporation committee and all other activities all governors, 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 Head of Governance, the Chair of Corporation or the Head of Governance will declare that interest. After disclosure of any such interest, in the case of a meeting the Governor, committee member 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 Governor 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 governor, 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.

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.

Where a governor, 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.

Failure to disclose a relevant interest

The decision of the Chair as to whether a Governor has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a Governor 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 Governor 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 Governor'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. See the Corporation's Standing Orders for details of the procedure to be used where it is proposed that a Governor should be suspended or have their membership terminated.

Failure by a Governor 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.

Benefits for Governors and committee members

It is a basic principle of charity law that charity trustees, such as Governors, 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 approved a policy on reimbursing governors' and committee members' expenses and Governors and committee members must comply with this. In addition, clause 10 of the Corporation's Instrument of Government allows the Corporation to insure them against liabilities arising from their office.

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 Governor or committee member wishes to receive such a payment.

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.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 Principal and staff governors), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

Data Protection

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. Data will be processed only to ensure that Governors and committee members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

Approved by the Corporation on 16 October 2019

Review date October 2022

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>. Legal advice should be obtained before submitting an application to the Commission.

DECLARATION OF INTERESTS FORM

Governors, committee members and senior staff are invited to register all financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgment in relation to any aspect of South Thames Colleges Group's business. Governors should also declare relevant interests of their partner/spouse or close relatives which might be seen as a conflict. These declarations are entered on a register maintained by the Head of Governance. Having considered the attached guidance, governors should declare any interest in the space below. Where no interest exists please insert 'No Interest'. Governors should inform the Head of Governance whenever their circumstances change and interests are acquired or cease.

Once completed the declaration should be returned to Helen Meredith, Head of Governance helen.meredith@stcg.ac.uk

I as governor, committee member or member of senior staff have set out below my interests* in accordance with the Corporation's conflicts of interest policy.

Category	<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 £20 accepted in the last 12 months in relation to your role at South Thames Colleges Group.	
Any contractual relationship with the Corporation or any company or other organisation connected with the Corporation.	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	

I declare the above interests on behalf of myself and members of my family and/or business partners. 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.

Data Protection Act 1998 - The Register of Interests is required by statute to be open to public inspection. Consent to the release of this information is taken as implicit in signing the declaration.

Signed:..... Date:

Position: Governor / committee member/ Senior Staff position):

REGISTER OF INTERESTS DECLARATIONS

DEFINITION

- 1.1 An Interest is defined as: Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of your independent judgment. Governors should consider whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgment.

CONFLICTS OF INTEREST

- 2.1 Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the College. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
- 2.2 Governors must not receive gifts, hospitality or benefits of any kind from a third party in relation to their role as a College Governor which might be seen to compromise their personal judgment or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Head of Governance.

REGISTER OF GOVERNORS' INTERESTS

- 3.1 The Head of Governance will maintain a Register of Governors' and Committee Members' Interests which is to be open for public inspection. Governors should inform the Head of Governance, in writing, whenever their circumstances change and interests are acquired or lost. Completed forms will be registered in a file and be available for public inspection. The register will be updated in September every year and governors and committee members are asked to complete and return the attached register entry to the Head of Governance.
- 3.2 Governors are in the best position to decide what business interests are relevant and should be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following headings, which are set out as general guidelines:

Category of Interest	Information to be disclosed
Paid Employment	Name of employer and dates
Self-Employment	Include names of significant clients (e.g. more than 10% if income)
Partnerships in a business or professional partnership	Name of business or partnership
Consultancies	Name of Consultancy
Directorships	Name of companies
Elected Office	Name of Authority and position
Significant shareholdings	Name of company in which holdings exceed say 5% or more of the issued capital
Trusteeships	Name of body
Public appointments (paid or voluntary)	Name of body and position
Membership of professional bodies and trade or closed associations	Name of body and position
Other financial interests	Specify full details including any gifts and/or hospitality offered

- 3.3 Governors are invited to provide the same information, if known to him or her, in respect of his or her spouse or partner, children or other close relatives (e.g. living in the same household or a dependant). In deciding whether to provide this information staff should consider whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgment.