

Conflict of Interest Policy

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1. Purpose

- 1.1. A conflict of interest arises when competing interests affect, or could be perceived to affect, our ability to make objective and impartial decisions.
- 1.2. Such situations may occur when your professional responsibilities as a governor, member of staff, or external consultant of the School of Professional Studies (SPS) conflict with your personal interests.
- 1.3. These may include, for example, financial interests in a supplier's or customer's business, involvement in the recruitment of a close family member, or undertaking external employment outside of SPS.
- 1.4. This policy has been prepared in accordance with the Independent Higher Education (IHE) Code of Governance and the OfS public interest governance principles. It is intended to provide a clear and practical framework for identifying, declaring and managing conflicts of interest at all levels of SPS's governance structure.

2. Scope

- 2.1. This policy applies to all members of the Board of Governors, all co-opted members of Board committees (including the Academic Board and its subcommittees) and all senior officers of SPS who participate in governance processes or hold delegated authority from the Board.
- 2.2. Any potential conflicts of interest involving members of staff or external consultants at SPS will be managed in accordance with the relevant terms and conditions of employment or engagement contracts.

3. Definitions

- 3.1. **Conflict of interest:** A situation in which a person's personal, financial or other interests, or their loyalties to another organisation or individual, could impair or appear to impair their ability to act in the best interests of SPS and its students.
- 3.2. **Actual conflict:** A situation where a conflict genuinely exists and has the potential to influence a decision or action.
- 3.3. **Perceived conflict:** A situation which a reasonable and informed observer might conclude gives rise to a conflict, even if the individual concerned does not believe their judgement to be impaired.
- 3.4. **Potential conflict:** A situation which could develop into an actual or perceived conflict if circumstances change.

- 3.5. **Structural or standing conflict:** A conflict arising from the institutional or governance structure itself, rather than from an individual's personal circumstances. Where a person holds two roles whose interests may diverge, this constitutes a structural conflict that requires ongoing management rather than a single declaration.
- 3.6. **Connected persons:** For the purposes of this policy, connected persons include a governor's spouse, civil partner, partner or cohabitee, children and step-children, parents, siblings and in-laws, and any person with whom the governor has a close personal or business relationship that could give rise to a conflict.

4. Principles

- 4.1. SPS expects all persons within the scope of this policy to conduct themselves in accordance with the Nolan Principles of Public Life, which require selflessness, integrity, objectivity, accountability, openness, honesty and leadership. In the context of conflicts of interest, these principles translate into the following expectations:
- Maintain the highest possible standard of integrity in all your business relationships, both inside and outside the organisation in which you work
 - Reject any business practice which might reasonably be deemed improper (including improper practices which might benefit SPS)
 - Never use your authority or position for personal gain
 - At all times, act with impartiality, independence and integrity
 - Avoid being, or giving the appearance of being, in a position which may result in an actual or perceived detriment to SPS's reputation and/ or interests
- 4.2. You must disclose or seek direction on any issues which may potentially conflict with your responsibilities to SPS.
- 4.3. You will not be permitted to engage in transactions on behalf of SPS with organisations or individuals with which you have an interest.
- 4.4. All decision making and transactions with the organisation concerned will be handled and managed independently.

5. What is a Conflict of Interest

- 5.1. A "Conflict of Interest" refers to a situation in which one or more individuals or entities have competing interests, where acting in favour of one interest may disadvantage or negatively impact another.

- 5.2. Under this policy, a Conflict of Interest includes both actual conflicts (where a conflict has already arisen) and potential conflicts (where a conflict could reasonably arise based on specific facts or circumstances).
- 5.3. It also includes perceived conflicts of interest, where a situation may reasonably be viewed as giving rise to a conflict, even if no actual conflict exists.
- 5.4. Failure to identify, disclose, and appropriately manage conflicts of interest may result in inappropriate decisions or adverse consequences for SPS, its students, staff, and any third parties engaging with us.

6. Procedure

When do I make a disclosure

- 6.1. It is not possible to define all situations or relationships which may create a conflict of interest, so each situation must be evaluated individually.
- 6.2. However, some of the more obvious conflicts include:
 - **Financial Interest** - arises where a governor or senior officer, or a connected person, has a direct or indirect financial stake in a matter being considered by the Board or a committee. This includes shareholdings, directorships, paid employment or consultancy relationships with organisations that do business with SPS or are seeking to do so, and any arrangement through which the individual or a connected person stands to gain financially from a decision of the Board.
 - **Non-Financial Interests** - A non-financial conflict may arise where a governor or senior officer has a personal relationship with a candidate for employment, a supplier or a student whose circumstances are being considered. It may also arise from membership of or loyalty to an organisation whose interests could diverge from those of SPS, or from a close friendship with a person who stands to benefit from a Board decision.
 - **Conflicts of Loyalty** - A conflict of loyalty arises where a person's obligations to another organisation, employer or interest group could influence the advice or decisions they offer at SPS. Governors who are also employed by or serve on the boards of partner institutions, awarding bodies or competitor organisations should be particularly attentive to this category.
 - **Interests of connected persons** - An interest held by a connected person can give rise to a conflict for the governor or senior officer concerned, even where the individual themselves has no direct stake in the matter. Governors are responsible for being aware of the interests of their connected persons to the extent that these are reasonably ascertainable and for declaring them where they are relevant.

- **Structural and Standing conflicts** - Structural conflicts arise from the configuration of roles within an organisation rather than from individual circumstances. SPS acknowledges that certain structural tensions exist within its current governance arrangements and that these require ongoing and transparent management. Where a person holds two roles whose interests may diverge, they should ensure that the Board is aware of this standing tension and that appropriate safeguards are in place. These safeguards may include the appointment of a senior independent governor to oversee matters where the structural conflict is most acute, or the referral of specific decisions to a committee on which the individual does not sit. Structural conflicts must be reviewed at least annually by the Board.

Where do I record my disclosure

- 6.3. **Initial declaration on appointment** - All persons within the scope of this policy must complete a Declaration of Interests form (Annex 1) on appointment and submit it to the Clerk to the Board before attending their first meeting. The declaration must cover both direct interests and the interests of connected persons, to the extent that these are reasonably known to the individual at the time of completion.
- 6.4. **Annual Review** - All declarations must be reviewed and resubmitted annually. The Clerk to the Board will write to all governors and relevant committee members in advance of the annual review to prompt the process. Governors who have nothing to add or amend must nonetheless confirm this in writing. A declaration not reviewed within the required period will be treated as outstanding and the matter brought to the attention of the Chair.
- 6.5. **Ongoing Disclosure** - Where a new interest arises between annual reviews, the individual concerned must notify the Clerk to the Board as soon as they become aware of it. Notification should be in writing and should describe the nature of the interest and any meetings at which it may be relevant. Waiting for the next annual review is not acceptable where a new interest has arisen that is immediately relevant to the Board's business.
- 6.6. **Declaration at meetings** - At the start of each meeting, the Chair will invite participants to declare any interests relevant to items on the agenda. Governors should review the agenda in advance of the meeting and be prepared to make any necessary declaration at this point. A declaration may also be made during the course of a meeting if an interest becomes apparent as business is conducted. The Clerk will record all declarations in the minutes of the meeting. Where a governor has a relevant interest, they will ordinarily be required to withdraw from the discussion and the vote on the item in question. The Chair will determine the appropriate course of action in each case, having regard to the nature and materiality of the interest and the importance of the matter to the institution. In cases of doubt, withdrawal is the default position.

- 6.7. **The register of Interests** - The Clerk to the Board maintains a Register of Interests recording all declared interests. The Register is updated following each annual review and whenever a new interest is notified during the year. The Register is a public document and is made available on SPS's website in accordance with the institution's commitment to transparency. Governors may request access to the Register at any time.

Responsibilities

- 6.8. Individual governors and senior officers are responsible for recognising conflicts of interest as they arise, making prompt and accurate declarations, adhering to any restrictions on participation determined by the Chair, and keeping their declarations up to date throughout their tenure.
- 6.9. The Chair of the Board is responsible for ensuring that conflicts of interest are declared and recorded at meetings, for determining the appropriate management response in each case, for overseeing the integrity of the declarations process and for ensuring that structural conflicts are brought to the Board's attention and addressed appropriately.
- 6.10. The Clerk to the Board is responsible for maintaining the Register of Interests, prompting the annual review process, recording declarations in meeting minutes and providing guidance to governors on the application of this policy. The Clerk acts as the first point of contact for queries about whether a particular interest requires declaration
- 6.11. The Board as a whole is responsible for the oversight of this policy, for ensuring that structural conflicts are actively managed rather than simply noted, and for reviewing the policy at the intervals set out in the version tracking table.

7. Gifts and Hospitality

- 7.1. Governors and senior officers must not accept gifts, hospitality or other benefits from individuals or organisations that do business with SPS, or that are seeking to do so, where acceptance could reasonably be perceived to influence their judgement or create an obligation. The receipt of any gift or hospitality with a value exceeding £50, whether received individually or cumulatively from the same source within any twelve-month period, must be declared to the Clerk to the Board and recorded in the Register of Interests.
- 7.2. Modest and infrequent hospitality that is consistent with reasonable professional practice, such as refreshments at a meeting or attendance at a sector event, does not ordinarily require declaration. Where there is any doubt as to whether a gift or benefit is declarable, the individual should err on the side of disclosure and seek guidance from the Clerk. The making of a declaration does not necessarily imply any wrongdoing.
- 7.3. The giving of gifts on behalf of SPS must be proportionate, properly authorised and consistent with the Anti-Bribery Policy. Governors should not offer personal gifts to anyone in connection with SPS business without prior discussion with the Chief Executive Officer.

8. Managing Conflicts of Interest

General Approach

- 8.1. The management of a conflict of interest should be proportionate to its nature and the risk it presents. In some cases, a declaration alone will be sufficient. In others, withdrawal from a discussion or a vote will be necessary. In the most serious cases, it may be necessary for the individual to step down from a committee or from the Board. The Chair, in consultation with the Clerk, will determine the appropriate course of action in each case and communicate this to the individual concerned in a timely and constructive manner.

Withdrawal from business

- 8.2. Where a governor is required to withdraw from the consideration of an agenda item, they should leave the meeting room, or in the case of a virtual meeting, the virtual meeting space, for the duration of the discussion and the vote. The minutes will record their withdrawal. Withdrawn governors must not attempt to influence the outcome of the discussion through informal contact with other governors before or after the meeting.

Where the chair holds the conflict

- 8.3. Where the Chair of the Board or the Chair of a committee has a conflict of interest in relation to a matter under consideration, they must declare it and withdraw from that part of the meeting. The Deputy Chair, or in the absence of a Deputy Chair, the most senior independent governor present, will take the chair for the duration of that item. The Board should ensure that a Deputy Chair or designated senior independent governor is identified for this purpose, and that the role is set out in the relevant terms of reference.
- 8.4. Where the structural arrangement of SPS's governance gives rise to a standing conflict for the Chair, this should be addressed through the standing conflict provisions and kept under active review by the Board.

Restrictions on participation

- 8.5. A person with a declared interest must not engage in any transaction on behalf of SPS with an organisation or individual in relation to which that interest exists. Responsibility for any such transaction must be transferred to another person without the conflict. Where an interest is sufficiently pervasive that effective participation in Board business is significantly impaired, the individual and the Chair should discuss whether continued membership remains appropriate.

9. Other Employment

- 9.1. If you wish to undertake other work while you are a governor or a member of staff of SPS, then you must obtain prior written consent from your line manager or senior management.

10. Escalation and Further Advice

- 10.1. Any governor or senior officer who is uncertain whether a particular situation gives rise to a conflict of interest should seek guidance from the Clerk to the Board in the first instance. The Clerk may refer the matter to SPS's Legal Counsel where the position is genuinely unclear or where a significant institutional interest is at stake.
- 10.2. Where a governor believes that another governor has failed to declare a relevant interest, or has failed to withdraw from a matter in which they have a conflict, this concern should be raised with the Chair. Where the concern relates to the Chair, it should be raised with the Deputy Chair or the most senior independent governor on the Board. Concerns of a serious or persistent nature should be raised in accordance with SPS's Protected Disclosures (Whistleblowing) Policy and Procedures.
- 10.3. SPS will not treat a declaration of a conflict, or a concern raised in good faith about the conduct of another person, as grounds for adverse treatment of the individual making the declaration or raising the concern.

11. Consequences

- 11.1. Failure to declare a conflict of interest, or a failure to withdraw from relevant business having declared one, is a serious matter that undermines the integrity of SPS's governance and its standing with the OfS. Depending on the circumstances, non-compliance may result in disciplinary action, referral to the Nominations Committee with a view to removal from office, or referral to the OfS where the matter is of regulatory significance.
- 11.2. The making of a false or misleading declaration, or the deliberate concealment of a material interest, would ordinarily result in automatic termination of the individual's appointment as governor or senior officer of SPS. Legal action may be pursued where appropriate.

12. Annex 1

Declaration of Interest Form

The School of Professional Studies (SPS) is committed to maintaining high standards of corporate governance across all its activities. In line with this commitment, all members of the Governing Body and its Committees are expected to exercise independent judgement in the best interests of SPS and must not be seen to be unduly influenced by external considerations in their decision-making. This includes the full disclosure of any actual, potential, or perceived conflicts of interest.

Members are required to identify and declare their interests in accordance with the Conflict of Interest Policy. Declarations must be completed upon appointment and updated annually thereafter. Members are also required to inform the SPS General Counsel of any changes as they arise, to ensure the Register of Interests remains accurate and up to date.

Full name	
Position / role at SPS	
Date of completion	

Category of interest	Direct interests (personal and financial)	Indirect interests (spouse, partner, cohabitee or immediate family members)
Paid employment or self-employment (including consultancy)		
Directorships (with company registration number where applicable)		
Shareholdings in public or private companies		
Trusteeships and management roles in charities or voluntary bodies		

Public appointments and board or committee roles		
Political interests		
Membership of professional bodies and trade associations		
Gifts or hospitality received in connection with the role at SPS (above £50 in value)		
Any other interest not listed above		

In signing below, I confirm that the information provided is accurate and complete to the best of my knowledge, that I have read and understood SPS's Conflict of Interest Policy and that I understand my ongoing obligation to notify the Clerk to the Board of any changes to my interests as they arise.

Signature	
Date	

Version History

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1.0	First Approved Version	July 2025	Governing Body