

CONFLICT OF INTERESTS

1. It is central to the proper conduct of public business that the Chairman and Governors should act, and be perceived to act, impartially and not be influenced in their role as Governors by social or business relationships. Good practice requires that any Governor who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Board of Governors or one of its committees at which he/she is present will, as soon as practicable, disclose the fact of his/her interest to the meeting and withdraw from that part of the meeting. A Governor is not, however, considered to have a pecuniary interest in matters under discussion merely because he/she is a member of staff or a student of the University. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent members of the Board from considering and voting on proposals to insure the Board against liabilities which it might incur.
2. Once appointed, each Governor owes a fiduciary duty to the University not to act in any way that will put their duty as a Governor in conflict with another duty. A Governor appointed following an election by, or appointed from, a particular constituency, for example, should not act as if delegated by that constituency and should ensure that they do not allow themselves to be put in a position where their interest and duty might conflict.

This duty can be summarised as follows:

- The no-conflict rule - a Governor must not place him/herself in a position where his/her own interests conflict with those of the University;
 - The no-profit rule - a Governor must not profit from his/her position at the expense of the University;
 - The undivided loyalty rule - a Governor must not place him/herself in a position where his/her duty to another conflicts with his/her duty to the University;
 - The duty of confidentiality - a Governor must use information obtained in confidence from the University i.e. as a member of the Board of Governors, for the benefit only of the University.
3. All agendas of the meetings of the Board of Governor and its committees and sub-committees contain the following reminder:

Governors are reminded that any conflict or potential conflict of interest should be declared to the Board/Committee and the member involved is requested to withdraw whilst that item is being discussed.
 4. The Governance Committee, at its meeting on 7 May 2002, agreed the guidance note set out overleaf, which has subsequently been amended in the light of discussion that took place at the Board meeting on 6 December 2006.
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Guidance on action to be taken where there is an identified or potential conflict of interests of a Governor or a member of staff:

1. The Governor concerned should consult the Chairman and/or Clerk to the Governors indicating the depth of involvement. The Chairman, on the advice of the Clerk, will follow the course of action set out in (2) or (3) below:
2. Where the Governor's involvement is minor, s/he should declare the interest and remain in the meeting. However, s/he would not be able to vote, should a vote be taken. The minutes of the meeting should record the member's declared interest and that he/she did not vote.
3. Where the Governor's interest is substantial, s/he should declare that interest and leave the meeting for the consideration of the agenda item. The minutes should record this.
4. Companies who have Governors or members of staff involved with them should not be barred from tendering for contracts with the University but the Governor or member of staff's involvement should be declared at all relevant opportunities set out within these guidelines. In addition, the Governor or member of staff should consider carefully how their involvement is likely to be perceived by the wider community.
5. Governors should consult the Chairman or Clerk to the Governors if they are in any doubt as to whether an interest should be declared.
6. Governors should avoid becoming involved in procurement decisions on an informal basis (for example, by providing ad hoc advice to an officer outside committee meetings.) All contributions to a procurement decision, requiring Committee approval, should be channelled formally through the Committee system, so that they may be properly documented and open to wider scrutiny.
7. The University's Purchasing Officer shall have access to the Register of Members' Interests so that s/he is aware of any connections which members of the Board of Governors or senior staff may have with potential suppliers.