

Robinson College

CONFLICTS OF INTEREST POLICY

1. Introduction

- 1.1 This policy sets out the College's approach to managing conflicts of interest. It does not override any College Statute. It applies principally to trustees, but also to others in certain circumstances.
- 1.2 Members of the Council are trustees of the College, which is a charity. They must ensure that their fiduciary duties to the charity do not come into conflict with their other interests or duties. Their decisions as trustees should be based solely on the interests of the College and its charitable purposes.
- 1.3 All members of Governing Body, and anyone else who takes decisions on behalf of the College, may also have fiduciary duties to the College from time to time, even though they are not formally trustees. Where that is the case, their decisions also should be based solely on the interests of the College and its charitable purposes.

2. Council Register of Interests

- 2.1 The Secretary to the Council must maintain a register of interests. Whenever a new member of the Council is appointed, and annually, they will be required to record in the register any interest that might potentially conflict with their responsibilities as a trustee or where there is a reasonable likelihood that it may give rise to a conflict in the future. They will also be asked to update this register as their interests change.
- 2.2 Interests that need to be recorded include:
 - (a) Financial interests in companies or organisations from whom the College may purchase goods or services, or to whom the College may offer goods or services. For the purposes of this policy, shareholdings in excess of £10,000 nominal value or 1% of the total issued share capital (whichever is lower) should be recorded.
 - (b) Employment by, or membership of, organisations that may seek to influence decisions by the College.
 - (c) Certain private interests such as a close personal relationship with another member of the College.
 - (d) Any relationship that may compromise, or appear to compromise, the integrity of the College's admissions, recruitment or academic processes.
 - (e) Membership of a University Department and positions held within the University.
 - (f) Directorships of the College's subsidiary companies.
- 2.3 The register does not replace the need for members separately to declare relevant conflicts of interest during Council meetings: see paragraph 5 below.
- 2.4 The register will be available for inspection by any member of the Governing Body on request to the Secretary to the Council.
- 2.5 All information provided in declarations will be processed in accordance with data protection legislation and will not be used for any other purpose than recording

interests.

3. Other Registers of Interest

- 3.1 The Finance Bursar must maintain a register of interests for each of the following:
 - (a) Finance Committee, and
 - (b) Investment Committee.
- 3.2 Paragraph 2 applies to these registers, adapted as necessary.
- 3.3 No register is required to be kept for Governing Body or for committees other than those listed in paragraph 3.1.

4. Related Party disclosures

- 4.1 Members of the Council are required to disclose each year any related party transactions, in accordance with financial reporting standards. A register of declared related party transactions must be maintained by the Secretary to the Council.

5. Recording declarations of interests at meetings

- 5.1 At the start of each meeting of the Council, the Chair will ask if any of those present need to declare a conflict of interest in respect of any agenda item. No declaration need be made in respect of agenda items solely for report which are not discussed at the meeting.
- 5.2 Any conflict of interest, whether declared then or in advance, will be notified to all present and recorded in the minutes, along with a note of any actions taken to manage the conflict.
- 5.3 A conflict of interest is any matter which may influence the judgement of the person possessing it, or may reasonably appear as capable of influencing that person's judgement, so that the judgement may not be, or may not appear to be, exercised wholly and exclusively in the interests of the College.
- 5.4 Normally it is for the member alone to judge whether they have a conflict of interest which needs to be declared. If they are uncertain as to whether they do face a conflict of interest, they should consult the Chair.
- 5.5 If the Chair considers that a member has a conflict which should be and has not been declared, they may refer the matter to Council who will consider the member's views and, without the member being present, consider and determine the matter.
- 5.6 The same procedure should be followed, adapted as necessary, at meetings of Governing Body and other College committees.

6. Managing conflicts of interest at meetings

- 6.1 This paragraph applies to all meetings of the Governing Body, the Council, or any College committee.
- 6.2 Where a conflict of interest has been declared, the Chair of the meeting will decide on the course of action for managing the conflict of interest, applying the following principles.

- 6.3 There are three sorts of conflict of interest that may arise:
- (a) Where a member has a pecuniary interest in a decision.
 - (b) Where a member will be directly affected by a decision.
 - (c) Where a member's interests make it doubtful whether they can properly act in the interests of the College.
- 6.4 In case (a), the member must withdraw from that part of the meeting and take no part in any discussion or vote. In cases (b) and (c), the member would normally be expected to withdraw from the meeting unless it is expressly agreed by the meeting that the member may stay. Or in some cases the member may be allowed to remain present but not to vote. If they are required to withdraw, they may nevertheless be allowed to make representations to the meeting either orally or in writing.

7. Special Council decisions

- 7.1 A special decision of the Council is one in which a majority of the decision-makers have a conflict of interest in the matter being considered. In such circumstances the Council must consider carefully the circumstances of the matter and determine whether the Council is nonetheless able fairly and reasonably to take that decision, or whether it needs to seek advice or determination by another body. The Council's determination must be based on whether a reasonable observer would judge that the decision might be affected by the conflicts of interest.
- 7.2 Where the Council considers that it is unable to make a special decision fairly and reasonably, the matter may be delegated to an ad hoc committee in accordance with the Constitution and Terms of Reference for the *Ad Hoc* Committee on Conflicts of Interest, adopted as a Council Regulation [to be revised and readopted shortly].

8. Application of the Policy

- 8.1 This policy will annually be drawn to the attention of members of (and those entitled to attend) Governing Body.
- 8.2 "Managing conflicts of interest" should be an unrestricted agenda item for Council at least once a year.
- 8.3 This policy will also be sent to the Chair of each College committee, who is responsible for the application of the policy in respect of the business of that committee.
- 8.4 Chairs of committees should be careful to ensure that the need to manage conflicts of interest is not overlooked when business is cleared by correspondence.
- 8.5 This policy will be reviewed every 3 years.

Approved by College Council:	20 May 2024
Next Review date:	20 May 2027
Owner:	Finance Bursar