

# THE MANCHESTER METROPOLITAN UNIVERSITY

## CONFLICT OF INTEREST POLICY FOR GOVERNORS

### 1. Introduction

The University is committed to best practice in all aspects of corporate governance. It aims to conduct its business in accordance with the following:

- The principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership).
- The Committee of University Chairs (CUC) *Higher Education Code of Governance*.
- The University's governing documents, the Instrument and Articles of Government.
- The regulatory requirements of the Office for Students (OfS).
- Charity Commission Guidance.

As part of this commitment, all members of the Board and its Committees are required to exercise independent judgement at all times in the best interests of the University. This includes fully disclosing any actual, perceived or potential conflicts of interests as these arise and, if necessary, abstaining from any involvement in the decision-making process, including withdrawing from a meeting.

The purpose of this policy is to provide clear guidance on identifying, declaring and managing conflicts of interest. The policy is not intended to suggest any lack of trust in members of the Board of Governors. It is designed to protect individuals and the University from allegations of fraud and corruption and forms part of the University's commitment to good governance.

### 2. Scope

The policy applies to all Governors and Co-opted Committee members.

### 3. Definition of a Conflict of Interest

A conflict of interest is any situation in which an individual's pecuniary, family or other personal interests, may (or may appear to) influence or affect the individual's decision-making. Individuals are responsible for their own actions and must consider the consequences (both actual and perceived) of potential conflicts of interest. It is an individual's duty to recognise and declare any potential conflicts of interest that may impact their work at the University. This includes relevant indirect interests through a partner, spouse or immediate family. The types of relevant interests that should be declared include:

- Paid employment or self-employment
- Directorships
- Shareholdings
- Trusteeships
- Honorary/advisory positions
- Board/committee appointments
- Receipt of gifts and/or hospitality

## 4. Recognising a Potential Conflict of Interest

Conflicts of interest can arise in a range of situations and environments. It is therefore not reasonable or practical to completely eliminate all conflicts of interest. However, it is important to acknowledge that a conflict could ultimately result in a decision being declared unlawful and invalid.

Conflicts of interest can come from the following areas:

- Direct financial gain or benefit to an individual, for example where a Governor is paid by another organisation that does business with the University, or where a Governor uses the University's facilities to pursue personal business, commercial, or consulting activities.
- Indirect financial gain, for example where a Governor is able to use their influence to secure employment for a family member, or an individual is able to use their influence to secure the award of a University contract to an organisation that a friend or relative of that Governor is involved in.
- Non-financial gain, for example where a Governor is able to influence the staff recruitment or student admissions process to favour a family member or close friend.
- Conflict of loyalties, for example where a Governor has an interest in a separate organisation that is bidding against the University for consultancy work, or where an individual is also an employee of a competitor organisation.

It is important that consideration is given to the impact that a potential conflict could have or be perceived to have. All conflicts of interest, or perceived conflicts of interest, should be declared. If a Governor is in any doubt about a possible conflict of interest, a declaration should be made.

## 5. Disclosing a Conflict

There are various ways in which a potential conflict should be disclosed:

### 5.1 Recruitment and Appointment Process

As part of the Governor recruitment and appointment process, due diligence is undertaken to ensure that any potential conflicts of interest are identified. Any potential conflicts are considered by the Nominations and Governance Committee before a recommendation for appointment is made to the Board. On appointment, Governors are requested to read and comply with this policy and to complete a *Declaration of Interests Form* (Appendix 1) which should list all interests. This is then retained by the Head of Governance and Secretariat as part of the Register of Interests.

### 5.2 Ongoing Declaration

In order to ensure the accuracy of the details contained in the Register of Interest, Governors are requested to notify the Governance and Secretariat Team of any changes on an ongoing basis. In addition, an annual review of the Register is undertaken. This includes a review of the Register by the Audit and Risk Committee.

### 5.3 Board/Committee Meetings

Where a conflict of interest arises from an agenda item at a meeting of the Board or a Committee, Governors should declare the interest before or at the start of the meeting or as soon as it becomes apparent during the course of the meeting, whether or not the interest is already formally recorded in the Register of Interests.

A reminder is included on every agenda and a *Declaration of Interests during a Meeting Form* (Appendix 2) is included with the papers for each Board or Committee meeting. Where possible, the form should be completed in advance of the meeting and sent to the Head of Governance and Secretariat.

## **6. Managing Conflicts of Interest**

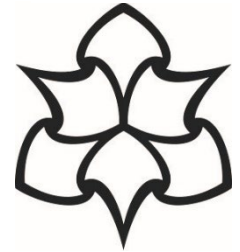
All Governors' interests are recorded on the Register of Interest, which is maintained by the Governance and Secretariat Team. The Clerk to the Board and the Chair are responsible for determining where a material conflict of interest exists and how this should be managed/resolved.

Where an interest is declared on a matter being discussed at meetings of the Board or its Committees, the declaration will be recorded in the minutes and where appropriate, the Chair may ask the member concerned to withdraw from the meeting during the relevant discussion.

## **7. Further Advice**

All Governors are advised to contact the Clerk to the Board or Head of Governance and Secretariat if further advice is required on managing and declaring actual or perceived conflicts of interest.

<p><b>Policy owner/author:</b> Head of Governance and Secretariat <b>Version number:</b> 1.0 <b>Approved by:</b> Nominations and Governance Committee <b>Approval date:</b> 14 February 2020 (review undertaken April 2024) <b>Date of next review:</b> April 2027</p>
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## BOARD OF GOVERNORS

### DECLARATION OF INTEREST FORM

The University is committed to best practice in all aspects of corporate governance. As part of this commitment, all members of the Governing Body and its Committees are required to exercise independent judgement in the best interests of the University, and should not be perceived to be unduly influenced by external factors in their decision-making. This includes fully disclosing any actual, perceived or potential conflicts of interest.

The University asks all members of the Governing Body and its Committees to identify and declare their interests in line with its [Conflict of Interest Policy](#). The declaration should be completed on appointment, and annually thereafter. This information is then published on the University website. Members are requested to notify the Head of Governance and Secretariat of any changes as they occur to ensure the Register of Interests is kept up to date. In addition, members should also declare any conflict of interest arising from an agenda item of a meeting on the *Declaration of Interests during a Meeting Form*.

The onus is on members to consider any interests they may have, as well as any potential conflict of interests of immediate family members. The following table seeks to assist in disclosing the information.

Declaration of Interests			
	<b>Direct Interests of Member</b> <i>This column should be used to declare <b>all</b> your personal and/or financial interests.</i>	<b>Pecuniary (Y/N)</b>	<b>Manchester Met Related Appointment (Y/N)</b> <i>To distinguish between roles or responsibilities that relate to your appointment as a Governor and those you hold privately. The information is required for insurance purposes.</i>
<b>Employment</b> <i>Any remunerated roles or consultancy work, including details of the organisation and your role.</i>	•		
<b>Directorships</b> <i>Including details of the organisation and company registration number.</i>	•		
<b>Shareholdings</b> <i>Shareholdings amounting to 5% or greater of the share issue in a public or private company or any other body.</i>	•		
<b>Trusteeships</b> <i>Details of trusteeships or management of charities and other voluntary bodies, including any charity numbers.</i>	•		
<b>Board and Committee Appointments</b> <i>Including University Board committee roles.</i>	•		

<b>Political Interests</b> <i>Those that are a matter of public record.</i>	•		
<b>Professional Bodies</b> <i>Membership of professional bodies and trade or other associations.</i>	•		
<b>Other Interests</b> <i>Other interests and appointments not listed above.</i>	•		
<b>Indirect Interests of Member</b> <i>Include any interests of spouse/partner/cohabitee and immediate family members which <b>may</b> give rise to a conflict of interest with the University.</i>	•		

### Fit and Proper Person Declaration

Please tick the box below to declare that you remain a Fit and Proper Person as required by the Office for Students.

See [here](https://www.officeforstudents.org.uk/advice-and-guidance/regulation/registration-with-the-ofs-a-guide/public-interest-governance-principles/) for examples of what may prevent you from being a Fit and Proper Person.  
<https://www.officeforstudents.org.uk/advice-and-guidance/regulation/registration-with-the-ofs-a-guide/public-interest-governance-principles/>

I remain a Fit and Proper Person.

### Gifts and Hospitality

Members of the Board and its Committees must also comply with the University's [Gifts and Hospitality Policy](#), ensuring members do not benefit from their position with the University in a way which might reasonably be seen to compromise personal judgment or integrity.

Gifts & Hospitality	
<b>Gift/Hospitality received by Member</b> <i>Issued by organisations outside of the University because of your position as a member.</i>	<b>Date</b> <i>Note: You need only declare those outlined in the policy in the year since your last completed declaration.</i>

In signing this declaration, I confirm that to the best of my knowledge I have declared all of my interests in line with the University's Conflict of Interest and Gifts and Hospitality Policies. I also accept and acknowledge that my declarations will be published on the University's website and shared (where required) with the University's regulators in order for the University to meet its statutory obligations.

Name:

Date:

**BOARD OF GOVERNORS**

**DECLARATION OF INTERESTS DURING A MEETING**

In accordance with good governance and with the University’s Articles of Government (Articles 4.9 and 4.12), all members of the Board and its Committees are required to fully disclose any actual, perceived or potential conflict of interests as these arise and to exercise independent judgement at all times in the best interests of the University.

The types of relevant interests that should be declared include:

- Paid employment
- Directorships
- Shareholdings
- Honorary/advisory positions
- Board/committee appointments

Interests should also include any relevant indirect interests through a partner, spouse or immediate family.

In addition to making declarations on the official Register of Interest form, members who have any interests that may conflict, or be perceived to conflict, with any matter under discussion at a meeting of the Board or its Committees, should also declare the interest before, at the start of the meeting, or as soon as any potential interest in an agenda item becomes apparent during the course of the meeting. The declaration can then be recorded in the minutes and when appropriate, the Chair may ask the member concerned to withdraw from the meeting during the relevant discussion.

Declarations should be made on this form.

**Name of Member declaring interest:** .....

**Meeting:** ..... **Date:** .....

**Agenda Item:** .....

Please set out briefly the nature of your interest

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Signed: ..... Date: .....

Further advice may be obtained from the Clerk to the Board of Governors or Head of Governance and Secretariat.

**Action taken following declaration (*tick as appropriate*)**

Remain, speak and vote

Remain, speak and not vote

Withdraw from meeting