

Conflicts of Interest Policy¹

Revised December 2018.

Purposes of the policy

It is the policy of The Sheffield College Governing Body that all Governors and senior staff attending Governing Body and/or Committee meetings must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Governing Body on the one hand and the personal, professional and business interests of the Governor 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 Governing Body's Instrument and Articles of Government, and their duty to act only in the best interests of the Governing Body;
- to protect the integrity of the Governing Body's decision-making process;
- to enable all outside parties dealing with the Governing Body to have confidence in the Governing Body's integrity; and
- to protect the integrity and reputation of the Governors and senior staff.

Disclosure of interests

From the adoption of this policy, or upon being appointed, whichever is later, all Governors and senior staff will be 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 Governor has an interest which should be disclosed should be referred in the first instance to the Clerk for a determination.

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.

The policy should be included in the Members' Handbook or other induction material provided to all members.

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

Written disclosures will be kept on a register maintained by the Clerk to the Governing Body and all Governors 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 (usually during the Spring term). The register will be accessible by any person wishing to inspect it, in accordance with clause 11(5) of the Governing Body's Instrument of Government.

Organisation of meetings where a Governor has disclosed an interest

Where a Governor has previously disclosed an interest and the Chair [or Clerk] is satisfied that the interest is relevant to an item on the agenda for a meeting of the Governing Body or of a Governing Body Committee the Governor concerned may not /will not be sent the papers in respect of that item.

Decisions made other than at meetings

A similar approach will be adopted if the Governing Body amends the Instrument of Government to allow the Governing Body to take decisions other than by meetings, e.g. by written resolutions. Any Governor who has disclosed an interest considered by the Chair or the Clerk 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 11 of the Governing Body's Instrument of Government.

In the course of meetings of the Governing Body or of a Governing Body Committee and all other activities 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 Governing Body. If there is a failure to declare an interest that is known to the Chair of Governing Body and/or the Chair of the Committee or of any such meeting/person responsible for organising such activities and/or the Clerk, the Chair of Governing Body or other such person or the Clerk will declare that interest. After disclosure of any such interest, in the case of a meeting the Governor and/or senior staff Governor concerned will be asked to leave the room (unless expressly invited to remain, possibly in order to provide information on the matter in hand) or may be required by a majority vote of Governors not subject to such a conflicting interest to leave the room whilst the matter is discussed. The Governor 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 or staff Governor 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 Governing Body 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 or senior staff Governor benefits from any such decision, this will (if the Governing Body'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 being in breach of the Governing Body's Code of Conduct as well as of this policy. It may also result in the Governor being subject to legal action and personal liability for breach of trust. Such breaches may lead to the Governing Body considering the possibility of suspending or terminating the member's membership of the Governing Body. [Such breaches by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures.] [See the Governing Body's Standing Orders for details of the procedure and criteria to be used where it is proposed that a Governor 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 Governing Body has approved a policy on reimbursing Governors' expenses and Governors must comply with this. In addition, clause 11 of the Governing Body's Instrument of Government allows the Governing Body 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 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. 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 Chief Executive 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 General Data Protection Regulation and the Data Protection Act 2018. Data will be processed in accordance with the [Privacy Notice](#) for Governors of the Corporation and Directors of the Corporation's wholly owned subsidiary companies. The information provided will not be used for any other purpose.

Review of this policy

This conflicts of interest policy will be reviewed on an annual basis, by the Clerk under the authority delegated by the Governing Body, or more frequently should circumstances change.

Adopted by the Governing Body originally based on the Guidance issued by Eversheds in Spring 2013

Reviewed by the Clerk in December 2018 (based on revised Guidance from Eversheds)

APPENDIX

DECLARATION OF INTERESTS - GOVERNORS'/SENIOR POSTHOLDERS/ STAFF WITH SIGNIFICANT FINANCIAL RESPONSIBILITIES

Issued in accordance with the Standing Orders, Code of Conduct, Code of Ethics and the resolutions passed by the Governing Body at its meetings held on 17 November 1995 (minute 95/9/10 refers) and subsequently revised (20 February 1998 minute 98/1/6 and 17 March 2000 minute 00/3/5 refers)

Governors'/Senior Postholders Personal Details

Name:

Address for correspondence:

Telephone number (Home)

Fax number (Home)

Mobile number

email address

Date and place of birth:

Name of employer, nature of employment or business

(a) *Please give details of the interest* and whether it applies to yourself or, where appropriate, a connected person as defined by the Charities Act 2011³*

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.

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.

Any other matter (e.g. an unspent criminal conviction or bankruptcy) which would make you ineligible to hold or continue to hold trustee's duties.

Spouse/Relatives' Interests: (a relative is a partner, child of partner, parent, child, child, parent-in-law, sibling, grandparent, aunt / uncle, niece / nephew, or the husband / wife of any of these)

Appointment/re-appointment as a member of the Governing Body/Sub-committee(s):

³ a relative is a partner, child of partner, parent, child, child, parent-in-law, sibling, grandparent, aunt / uncle, niece / nephew, or the husband / wife of any of these

**Any interests, financial or otherwise, which would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgement should be disclosed to the Corporation. The interest will then be recorded in a Register which will be maintained by the Clerk to the Corporation. This Register enables Members to disclose relevant interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Corporation's decision making process. Once completed Members will be asked to check and amend their Register as appropriate at least once a year. However, changes which occur in the interim should be notified to the Clerk immediately. As the Register is open to public inspection a member may need to consider the commercial sensitivity of disclosing certain information and/or the nature of any contractual arrangements with their clients.*

Members are in the best position to decide what interests are relevant for disclosure or may seek the advice of the Clerk on their relevance. The attached form is intended to be helpful when considering whether a particular interest / position should be disclosed.

Senior Postholders, as defined by the Governing Body, will be required to follow the same procedure, as will those staff with significant financial responsibilities (ie budget holders).

Procedures developed by Sheffield Safeguarding Children Board (SSCB) provide a framework for partner agencies (of which the College is one) to ensure that all staff, volunteers (including Governors) and contractors are recruited in a manner which ensures the safety of children and young people in Sheffield. (Copies of these procedures are available from the Clerk). As a partner organisation the College's practices and procedures are required to operate in accordance with those of SSCB. In the case of Governors, the procedures require individuals to sign a declaration confirming your suitability for the role and have a satisfactory DBS enhanced check.

To be completed by members of the Governing Body:-

I declare that the information disclosed is correct and that I have read the Instrument of Government clauses 8 and 11 together with the Standing Orders, Code of Conduct and Code of Ethics. I confirm that there are no reasons which prevent me from becoming/remaining a member.

- i) I am/am not* a student of the College (Instrument 8(3) refers (*delete as applicable)**
- ii) I have not been adjudged bankrupt and/or been convicted of any offence [subject to the requirements and exclusions stated in Instruments 8(6), (7), (8) and (9)**
- iii) In relation to the Sheffield Safeguarding Children Procedures, I confirm my suitability for the role of Governor**
- iv) I hereby agree that the Clerk to the Corporation has my permission to process such information as may be necessary for the proper administration of the Corporation, provided that due regard is had to such data protection principles as may be in force.**

Signed:.....
.....

Date:

REGISTER OF INTERESTS ENTRY 2019 – which may be disclosed to the public on request

Category of Interest	Please give details of the interest and whether it applies to yourself, or, where appropriate, a member of your immediate family, employer or some other close personal connection	Date when Interest was disclosed	Date when Interest changed or ceased
Current Employment and any previous employment (including Self Employment) in which you continue to have a financial interest			
Children at College			
Significant shareholdings			
Appointments (paid or unpaid eg Directorships) i) Directorships ii) Trusteeships or participation in the management of charities and other voluntary bodies iii) Local Authority membership/ Elected Office iv) Magistracy v) Tribunals			
Membership of professional bodies and trade or other associations			
Gifts or hospitality in excess of £30 offered by outside bodies arising from my membership of the Governing Body			
Remuneration for the provision of services, goods or consultancy within the College or with any other organisation connected with it			
Social Interests/Positions (eg membership of Clubs/Societies including closed organisations)			
Ownership of Land in the area of the College (ie City of Sheffield)			

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.

Signed:.....

Date:

Position: (Corporation member or Senior Staff):

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