

# POLICY

## Title: Conflicts of Interests

**Policy Holder: Director of Governance and Legal**

**Approval Board: Audit and Risk Committee**

**Version No: 2.0**

**Last reviewed: December 2025**

**Review period<sup>1</sup>: 2 Years (or when legislation changes)**

**Summary:** The purpose of this Policy is to identify and prevent conflicts of interest and loyalties affecting decision making of the Board, aiming to protect the integrity of the decision-making process for City College Norwich and its subsidiary companies, to enable our stakeholders to have confidence in our integrity, and to protect the veracity and reputation of volunteers and the organisation. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

**Accessibility:** If you would like this information in an alternative format, e.g. Easy to Read, large print, Braille or audio tape, or if you would like the procedure explained to you in your language, please contact the College's marketing team on 01603 773 169.

**Further information:** If you have any queries about this policy or procedure, please contact the named policy holder or the College's marketing team on 01603 773 169.



<b>Legislation or Regulation:</b>	<ul style="list-style-type: none"> <li>• The Charities Act 2011</li> <li>• The Companies Act 2006</li> <li>• College Financial Handbook (DfE)</li> </ul>
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<b>Version Control</b>			
<b>Date</b>	<b>Version No.</b>	<b>Reason for Change</b>	<b>Author</b>
	0.1	Policy creation	J. Mitchell
Sept 2018	1.0	Policy approval	J. Mitchell
Aug 2019	1.1	Removal of UTCN References	P. Beacock
March 2021	1.2	Removal of TEN Group references	P. Beacock
Sept 2022	1.3	Review and removal of NES references	J. Mitchell
Dec 2025	2.0	Review	J. Mitchell

<sup>1</sup> The Review Period refers to our internal policy review process. The published policy is current and is the most recent approved version.

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## 1. Purpose and Scope

The purpose of this policy is to assist in identifying and preventing actual or perceived conflicts of interest and loyalties to protect the integrity and reputation of City College Norwich, its subsidiary companies and joint ventures ("the College").

This policy applies to Governors, Co-opted Members, Senior Post-Holders ("SPHs"), members of the Senior Management Team ("senior employees") ("SMT") of the College who regularly present papers for Corporation Board and Committee meetings and Directors of its subsidiary companies and joint ventures. The College's Procurement Policy sets out responsibilities for all other members of staff in respect of the buying and selling of goods, services and works.

## 2. Policy Statement

The College expects all appointees to its Corporation to have due regard to the principles established by the Committee on Standards in Public Life (the Nolan Principles).

Governors, Committee members, SPHs and senior employees of the College and Directors of its subsidiary companies must make their decisions in the best interests of the Corporation or respective company.

Governors, Directors, SPHs and senior employees have a legal duty to avoid putting themselves in a position where their duty to act only in the best interests of the Corporation or company could conflict with any personal interest they may have. This means that they have a responsibility to declare any direct or indirect conflicts of interest.

## 3. General Principles

Governors must comply with their duties as charity trustees to avoid, or appropriately manage, any conflicts of interest so that they act only in the best interests of the College, rather than in their personal or private interests.

When making decisions, Governors must show they have:

- acted within their powers and made decisions consistent with the Corporation's charitable purpose
- acted in good faith and only in the interests of the Corporation
- made decisions based on sufficient evidence, informed by professional advice where appropriate
- considered all relevant factors, such as risks and benefits, funding, stakeholders' opinions and future college provision
- ignored irrelevant factors
- made decisions that are within the range of decisions a reasonable charity trustee body could make, such as being able to justify any decision not to follow professional advice

Decisions must not:

- be influenced by personal prejudices or connections.
- be affected by any conflicts of interest.

Governors are collectively responsible for making decisions about how their Corporation is run. Each type of Governor, such as staff or student Governors, has equal responsibility and are appointed in their individual capacity. Governors are not appointed to represent any group they

may be drawn from, or to follow instructions from the nominating or appointing body (such as staff or students).

Governors or their connected persons must not receive any payment (known as ‘+/- party transactions’) or other personal benefit for goods or services provided to the College other than reasonable out of pocket expenses and except as provided for by s.185 of the Charities Act 2011.

Additionally, Governors, Co-opted Members, SPHs and senior employees must not accept benefits from third parties, nor should they (or related parties) use their connection to the College for personal gain, including payment under terms that are preferential to those that would be offered to someone with no connection to the College.

## 4. Definitions

**Board:** the Board of Governors with respect to the College, also referred to as “the Corporation”; and the Board of Directors of a CCN subsidiary company or joint venture.

**Conflict of Interest:** any personal interest, situation, loyalty or duty to another that creates a risk that an individual's ability to make decisions or act in their role only in the best interests of the College is prevented or might be put into question. These interests can be financial or non-financial and cover interests such as directorship or trusteeship, employment or self-employment (current or previous), membership of associations or political parties, relationships and shareholdings.

**Conflict of Loyalty:** a particular type of conflict of interest in which a Governor or Director's loyalty or duty to another person or organisation could, or could be seen to, prevent them from making a decision only in the best interests of the College. This might include where an individual has employment elsewhere, is a trustee of another charity or they may have relationships with family or friends that affect an individual's ability to make a decision in the best interests of the College.

**Close Family Relationships:** a close member of the family, or member of the same household, who may be expected to influence, or be influenced by, the person. This includes, but is not limited to, a child, parent, spouse or civil partner.

**Connected Person:** a conflict of interest may arise indirectly as a result of a relationship with another individual known as a ‘connected person’. A connected person broadly means a family member, spouse, partner or business partner but can also extend to close friends or other contacts if that relationship could prevent an individual acting in the best interests of the College. A connected person can also mean a business in which an individual has an interest through ownership or influence or a corporate body where the individual or connected person holds at least one-fifth of the shareholding or voting rights.

**Director:** a member of the Board of a CCN subsidiary company or joint venture.

**Duty:** a Governor or Director's duty under the Companies Act and/or the relevant Articles of Association or Instrument and Articles of Government for the organisation.

**Governing Document:** the legal document setting out the organisation's objects and how it is administered, to include a trust deed, constitution, articles of association, instrument and articles of government or any other formal document.

**Governor:** a member of the CCN Corporation and, for the purposes of this policy, anyone co-opted to a Committee.

**Related Party:** includes persons and entities with control or significant influence over the College, and members of the same group (such as parent and subsidiary companies, key management personnel and close family members).

## 5. Identifying Conflicts of Interest

It is the responsibility of individuals to recognise where conflicts of interest on their part may appear to exist and to disclose such conflicts via the channels set out in this policy.

### Prior to appointment

Prospective appointees should be asked to reflect on all potential or perceived conflicts prior to appointment and to declare these at the earliest opportunity.

### Post appointment or employment

#### **Senior employees and SPHs**

Employees must comply with the Exclusivity of Service Policy and not, without the written permission of the Principal/CEO (or the Chair of the Corporation if that employee is a SPH) undertake any external employment or engagement which conflicts with the interests of the College. Senior employees and SPHs should in addition disclose any external employment or engagement in the annual declaration of conflicts process described below.

Any employee or SPH involved in procuring goods or services for the College (including subcontracted and partner delivery) is required to disclose their interests and those of connected people following the process set out in the Procurement Policy.

Academic conflicts of interest should be declared through the channels laid out in the Conflict of Interest – Teaching, Learning and Assessment Policy.

#### **Governors and Committee Members**

Governors should avoid putting themselves in a position where there is a conflict or perceived conflict between their personal or outside business or political interests and their duties to the Corporation. They must be able to show that their decisions are not influenced by conflicts of interest.

Under the Instruments and Articles of Government, Governors must declare the nature and extent of any interests. The Instrument and Articles of Government state that members must declare any financial interest in the supply of work to the institution, or the supply of goods for the purposes of the institution, any contract or proposed contract concerning the institution, or any other matter related to the institution. For the purposes of this policy, a financial interest may be a direct or indirect interest.

## 6. Declaring and Recording Interests

Those with interests to declare are responsible for ensuring that they disclose all interests when asked and all new interests proactively as they arise.

Governors, Co-Opted Members, SPHs, senior employees and Directors will be sent a Declaration of Interest form annually to enable them to ensure their record of interests is current. Returned declaration forms will be added to the Register of Interests which is maintained by the Director of Governance and Legal. The Register of Interests is available to view on request by contacting the Director of Governance and Legal (see section 12 for details).

The Corporation's Register of Interests must capture all business and financial interests of Governors, Co-Opted Members, SPH's and senior employees, including:

- ownership, directorships, partnerships and employments with businesses, including with subsidiaries and joint ventures of the college
- trusteeships and governorships at other educational institutions and charities
- for each interest: the name and nature of the business, the nature of the interest and the date the interest began

The Register must be reviewed annually by the Audit and Risk Committee. The Director of Governance and Legal, together with the Chair of the Corporation are responsible for considering and identifying any relevant or conflicted interest(s) arising from Governor, Co-Opted Member, SPH and senior employees' declared interests, as well as close family relationships.

The College must keep the Register of Interests up to date.

Additionally, each Corporation and Committee meeting agenda has a standing item under which members and contributing attendees should declare any new conflicts of interest, or any conflicts of interest relating to items on the agenda at that meeting. Any declarations made at the meeting will be included in the minutes for that meeting and will include the nature of the conflict, who and what it affected, when it was declared and how it was agreed it would be managed. If no declarations are made, there will be a statement to reflect this.

It should be noted that the College may carry out checks using publicly accessible information to ensure that potential conflicts have been declared.

Governors and Co-Opted Members will be asked to declare all interests, including any related party transactions, within their exit interview at the end of their term of office or upon resignation. SPH's and senior employees, upon resignation or termination of employment, will be asked to declare all interests, including any related party transactions as part of the exit procedures for the College.

## 7. Preventing Conflicts of Interest from affecting decision making.

After an individual has declared a conflict of interest, Governors must ensure that the Corporation act only in the best interests of the College. This is a legal requirement.

Non-conflicted members of the Board should consider whether serious or likely frequent conflicts of interest should be removed or require authority, with reference to the organisation's Instrument and Articles of Government or Articles of Association and the relevant legislation. Serious or likely frequent conflicts of interest may prevent an appointment being made until the conflict is removed. Serious or frequent conflicts may mean an appointment does not go ahead or that an appointment is ended to protect the Board. Serious conflicts might include where the majority of the Board is conflicted, where an individual Governor has a commercial interest in the decision, or where the decision involves significant money or risk, and there is a conflict.

If the conflict is lower risk and has not been removed completely, the non-conflicted Board members must decide what level of participation, if any, is acceptable on part of the conflicted member. It is ultimately for the Chair of the Corporation (or Vice-Chair if the Chair is conflicted) to decide whether withdrawal is in the best interests of the College.

In considering the participation of the conflicted member, the Chair (or Vice-Chair) of the Corporation will consider whether the conflicted individual:

- Should leave the relevant discussion and decision
- Can otherwise participate in the decision (usually where the interest poses a low risk to decision making in the College's interests)

- Can stay in the meeting(s) when the decision is discussed and made but not participate in the decision-making process or vote
- Should be counted in the quorum for the meeting

Any mitigations in place during a meeting due to a conflict (e.g. if a member withdraws or is not entitled to vote) should be clearly recorded in the minutes of the meeting, along with reasons for the mitigation provided by non-conflicted members.

In making a decision in respect of a conflict, the Board should consider:

- That it can demonstrate that the Board has made its decision(s) only in the best interests of the College with reference to the governing document.
- That it should always protect the College's reputation and be aware of the impression that their actions and decisions may impart.
- The presence of a conflicted individual can affect trust between Board members, which could inhibit free discussion and might influence decision making in some way.

## 8. Related Party Transactions

The Corporation must ensure requirements for managing related party transactions are applied across the College, including any subsidiaries. The Chair of the Corporation and the Accounting Officer must ensure their capacity to control and influence does not conflict with these requirements. They must manage personal relationships with related parties to avoid both real and perceived conflicts of interest, promoting integrity and openness in accordance with [The Seven Principles of Public Life](#).

The Corporation must recognise that some relationships with related parties may attract greater than usual public scrutiny when a transaction is involved, such as:

- transactions with individuals in a position of control and influence, including the Corporation Chair and Accounting Officer
- payments to organisations with a profit motive, as opposed to those in the public or voluntary sectors

The Corporation must keep sufficient records and make sufficient disclosures in its annual report and accounts to show that transactions with these parties, and all other related parties, have been conducted in accordance with the high standards of accountability and transparency required within the public sector.

## 9. Gifts and Hospitality

In accordance with the College's Financial Regulations, any gifts or hospitality **offered** to individuals in the course of their appointment or role with the College with a value of over £25 must be declared by completing the online Gifts and Hospitality form. It should be noted that gifts or hospitality over £100 are not appropriate to accept and must still be declared via the online form. Please see the College's Financial Regulations for more details.

## 10. Organisation Responsibilities

### **Governance and Legal**

The Governance and Legal team monitor and control the Register of Interests informed by declarations made under this policy and monitor and control the distribution of meeting papers and minutes where a known conflict exists.

### **Chair of the Corporation**

The Chair should have knowledge of the Board and Committee members declared conflicts of



interest.

The Chair should chair meetings of the Corporation in such a way as to encourage declaration of conflicts and mitigate any conflict affecting the decision-making of the Corporation.

### **Audit and Risk Committee**

The Register of Interests alongside agreed mitigations will be reviewed by the Audit and Risk Committee annually and the Committee will be responsible for consideration, review and approval of this Policy.

### **Governors**

As well as declaring their own interests, if a Governor is aware of an undeclared conflict of interest affecting another Governor, they should notify the Chair, Vice-Chair or other Governors.

Those acting as Chair of Committee meetings should chair the meetings in such a way as to encourage declaration of conflicts and mitigate any conflict affecting the decision-making of the Committee.

## **11. Related Policies**

Conflict of Interest – Teaching, Learning and Assessment Policy

Data Protection Policy

Exclusivity of Service Policy

Financial Regulations

Personal Relationships at Work Policy

Procurement Policy

## **12. Contact**

Please contact the Director of Governance and Legal for advice on any aspect of this policy.

Jodie Mitchell

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## **13. Equal Opportunities Statement**

This policy has been assessed against the nine protected characteristics outlined in the Equality Act 2010 and no apparent disadvantage to equal opportunities has been determined.

If you have any comments or suggestions in relation to equal opportunities of this policy or procedure, please contact the policy holder.