



UCFB*

Conflict of Interest Policy

Owner:	Director of Student and Academic Services
Author:	Pinsent Masons on behalf of Director of Student and Academic Services
Version Number:	1.1
Approved Date:	22 nd May 2024
Approved By:	Board of Directors
Date of Commencement:	22 nd May 2024
Date of Last Review:	April 2024
Date for Next Review:	September 2024

1. **Introduction, Purpose and Scope**

- 1.1 As a registered provider of higher education, University Campus of Football Business Limited ("**UCFB**") must comply with the Office for Students' ("**OfS**") ongoing conditions of registration, including those that specifically relate to governance. One of the primary responsibilities of a governing body is to ensure the establishment and monitoring of systems of control and accountability, including procedures for managing conflicts of interest.
- 1.2 This Policy applies to the members of the Board of Directors of UCFB and its constituent committees (i.e. the Academic Board), including staff members, student members and co-opted members (together, the "**Directors and Committee Members**"). It sets out the principles, guidelines and procedures for identifying, monitoring and managing actual and potential conflicts of interest.
- 1.3 The members of the Board of Directors must also each pay regard to the conflict of interest provisions set out in UCFB's Articles of Association in relation to their position as a company director.

2. **Policy**

- 2.1 There is a general duty on all Directors and Committee Members to disclose at the earliest possible stage any situation in which a Directors and Committee Members' direct or indirect interests could, or could be seen to, prevent them from making a decision only in the best interests of UCFB, and to act in accordance with this Policy when such an interest arises.
- 2.2 The disclosure of an interest should be made in writing by a Director and Committee Member to the Director of Student and Academic Services:
 - 2.2.1 as part of a general declaration on appointment as a Director and Committee Member;
 - 2.2.2 on an annual basis when requested to do so by the Director of Student and Academic Services;
 - 2.2.3 as soon as possible if there is a material change in their interests, external or otherwise; and
 - 2.2.4 at the start of meetings or meeting items where their conflict is relevant.
- 2.3 The Director of Student and Academic Services will publish and maintain a register of declared interests of the Directors and Committee Members which shall be made available for inspection by the public upon reasonable request to the following address: Quality@ucfb.com.

3. **Identifying a Conflict of Interest**

- 3.1 Conflicts of interest may arise:
 - 3.1.1 where a Director and Committee Member (or a person connected to them such as a spouse, partner or close relative) stands to obtain a benefit from UCFB; or

3.1.2 where a Director and Committee Member has a duty of loyalty to a third party that conflicts with their duty to UCFB, regardless of whether the Director and Committee Member may gain a personal or financial benefit.

Examples of situations in which a conflict of interest may arise are set out in a non-exhaustive list at Appendix 1.

3.2 When considering whether they have a conflict of interest, a Director and Committee Member must be aware of the following principles:

3.2.1 a conflict of interest exists if there is a possibility that the Director and Committee Members' personal interest could influence their decision-making, even if the Director and Committee Members' decision-making is not in fact adversely affected by the conflict; and

3.2.2 the interest that gives rise to a conflict may be direct or indirect, and a conflict may relate to the interests of someone who is connected to a Director and Committee Member as well as to their own personal interest.

3.3 A Director and Committee Members' duty to avoid a conflict of interest does not apply if, and to the extent that, the nature of the conflict or potential conflict is fully declared and the conflict is authorised by:

3.3.1 an express provision in UCFB's constitutional documents, including its Articles of Association;

3.3.2 a statutory provision;

3.3.3 the OfS; or

3.3.4 the Courts.

In any such case, the Director and Committee Member must follow any conditions that apply to the grant of such authorisation.

4. Declaring a Conflict of Interest

4.1 Each Director and Committee Member has a personal responsibility to declare, upon appointment, on an annual basis, and as situations arise, any interest that might reasonably be regarded as potentially giving rise to a conflict.

4.2 Director and Committee Members should declare interests as follows:

4.2.1 in the Register of Interests;

4.2.2 by giving notice before the meeting; and

4.2.3 by declaration to the meeting.

4.3 If a Director and Committee Member is aware that another Director and Committee Member has an actual or potential conflict that has not been declared, they must notify the Chair of the meeting.

4.4 If a Director and Committee Member is uncertain whether or not they are conflicted, they must err on the side of openness and declare the interest.

- 4.5 The Director of Student and Academic Services must note all conflicts declared in the minutes of the meeting in which they were declared or, if not declared in a meeting, in the minutes of the next meeting. The Director of Student and Academic Services shall then update the register of Director and Committee Members interests accordingly.

5. **Dealing with a Conflict of Interest**

- 5.1 The first item on the agenda of each meeting of the Board of Directors and its committees will be a standing item with respect to the reporting of interests, with the following procedure applying:
- 5.1.1 Directors and Committee Members attending the meeting are to declare any conflicts of interest relating to the matters to be discussed at the meeting;
 - 5.1.2 the Chair will inform the other Directors and Committee Members and the Director of Student and Academic Services of any conflict of interest that has been declared by a Director and Committee Member prior to the meeting that relates to the business to be discussed at the meeting; and
 - 5.1.3 in advance of the next meeting of the Board of Directors, the Director of Student and Academic Services will circulate any amendments or additions to the register of Directors and Committee Members interests made since the last meeting.
- 5.2 The way in which conflicts are dealt with will depend on the nature and extent of the conflict. The Chair and the non-conflicted Directors and Committee Members must therefore:
- 5.2.1 assess the nature and extent of the conflict;
 - 5.2.2 assess the risk or threat to decision-making;
 - 5.2.3 decide whether the conflict is serious; and
 - 5.2.4 decide what steps to take to handle the conflict, taking all relevant factors into account, making decisions only in the best interests of UCFB, and seeking expert or legal advice as needed.
- 5.3 The conflicted Director and Committee Member must not take part in any discussion or decision about the conflict and how to handle it, and will not be counted in the quorum for that part of the meeting.
- 5.4 If the conflict is deemed serious, the conflicted Director and Committee Member may be asked not to be present for the relevant item(s) of business and may not count in the quorum once the meeting begins to discuss the relevant item. The Chair of the meeting is responsible for determining where a serious conflict exists and how it should be managed/resolved.
- 5.5 The minutes of the relevant meeting must include a record of the nature and extent of the conflict, an outline of the discussion and actions taken to manage the conflict.

APPENDIX 1: IDENTIFYING CONFLICTS OF INTEREST

Situations which may result in a conflict include (but are not limited to):

1. any relationship with a named company with which UCFB might do business, including any parent or subsidiary company of UCFB;
2. selling, loaning or leasing UCFB's assets to a Director and Committee Member (or a person connected to them);
3. acquiring, borrowing or leasing assets from a Director and Committee Member (or a person connected to them);
4. the exploitation by a Director or Committee Member or a person connected to them of any information or opportunity they become aware of by virtue of their membership on the Board of Directors or one of its committees;
5. paying a Director or Committee Member for carrying out:
 - 5.1 a separate paid post at UCFB (unless the Director or Committee Member is filling a staff or student seat, if applicable); or
 - 5.2 paying a Director and Committee Member (or a person connected to them) for providing a service and/or goods to UCFB (other than where the Director and Committee Member is being paid for carrying out their role as Director and Committee Member);
6. UCFB employing a person connected to a Director and Committee Member;
7. making decisions in relation to service provision or course delivery where a Director and Committee Member (or a person connected to them) is a service user/student;
8. when a Director and Committee Member (or a person connected to them) owes a legal obligation or duty towards another organisation or person (for example, an employer or another company of which they are a director) that conflicts with the Directors and Committee Members' duty to UCFB; and/or
9. when a Director and Committee Member has a personal sense of loyalty to another organisation or person that conflicts with their loyalty to UCFB.