

St. Anne's College

CONFLICT OF INTERESTS, LOYALTIES AND GIFTS POLICY

This policy applies to the members of Governing Body of St Anne's College (the 'College').

Why we have a policy

The College is part of the collegiate University of Oxford and as such is part of a major research facility with global reach and influence. Its members of Governing Body (the 'Fellows') engage in a wide variety of external activities, such as serving on external business and community boards, providing expert advice, media commentary, professional practice, schools outreach, international projects and collaborations with the commercial world, including via consultancy, research and development, intellectual property (IP) licensing and involvement in 'spinout' companies.

The College considers that such activities are generally of benefit to the College and the individuals concerned. On occasion, however, they may give rise to conflicts of interest, whether potential or actual, perceived or alleged.

In their capacity as charity trustees, the Fellows have a legal obligation to act in the best interests of the College, and in accordance with the College's governing document, and to avoid situations where there may be a potential conflict of interest.

All Fellows are required to recognise and disclose activities that might give rise to conflicts of interest or the perception of conflicts and to ensure that such conflicts are seen to be properly managed or avoided.

If properly managed, activities can usually proceed as normal whilst at the same time upholding the person's obligations to the College, meeting regulatory and other external requirements and protecting the integrity and reputation of the College and its members. By contrast, conflicts which are not managed effectively may jeopardise the College's public standing and may cause serious damage to the reputation of the College and of the individuals concerned.

It is therefore the College's policy to ensure that when conflicts or perceived conflicts of interest arise they are acknowledged and disclosed, and in relevant cases, properly managed. Overall the main principle of this policy is to achieve as much transparency as possible in our governance and decision making.

What is a conflict of interest or loyalty?

Conflicts of interest usually arise where either:

- there is a potential financial or measurable benefit (however small) directly to a Fellow, or indirectly through a connected person
- a Fellow's duty to the College may compete with a duty or loyalty they owe to another organisation or person

Conflicts of loyalty can arise where, although the affected Fellow does not stand to gain any benefit, the Fellow's decision making at the College could be influenced by his or her other interests.

For example, a Fellow's loyalty to the College could conflict with his or her loyalty to

- the University or their University department
- another College of which they are a Fellow
- a member of their family
- another connected person or organisation

The test is always that there is a conflict of interest if the Fellow's other interest could, or could be seen to, interfere with the Fellow's ability to decide the issue only in the best interests of the College.

'Connected person' in this policy means spouse, civil partner, son, daughter but may also include unmarried partner, parent, brother, sister, grandparent, grandchild, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, the (unrelated) child of an unmarried partner, as well as half and step members of family. It may also mean any relative, friend or colleague where there is more than insignificant personal relationship outside of the College.

Register of interests, loyalties, gifts and hospitality

Fellows are asked to declare their interests and loyalties and any gifts or hospitality received in connection with their role in the College. A declaration of interests and loyalties form is provided to keep the register up to date.

The declaration of interests and loyalties should be updated by 1st August each year, being the first day of the College accounting year. It should be updated at least annually and also when any changes occur. Fellows who would like to discuss their entry on the register should please contact the Treasurer or Secretary to Governing Body.

Conflicts of interest or loyalty

All conflicts of interest or loyalty, whether actual or potential, should be declared promptly at the earliest possible opportunity.

A Fellow who has a financial interest, however small, in a matter under discussion should declare the nature of their interest and withdraw from the meeting, unless they have been given permission by the Chair to stay and either speak or not, as the case may be. Such a Fellow may not vote.

A Fellow who has any interest in matter under discussion, which creates a real or perceived risk of bias should declare the nature of the interest and withdraw from the meeting, unless they have been given permission by the Chair to stay and either speak or not, as the case may be. Such a Fellow may not vote.

A Fellow who has any other interest which does not create a real risk of bias, but which might reasonably cause others to think it could influence their decision, should declare the nature of the interest, but may remain in the meeting, participate in the discussion and vote if they wish.

If a Fellow is in any doubt about the application of this policy, he or she should heed the spirit as well as the wording of the policy and consult the Chair.

If a Fellow fails to declare an interest that is known to the Chair or the secretary, the Chair or secretary will declare that interest.

Decisions made under conflicts of interest and/or loyalty

In the event of the Fellows having to decide upon a question in which a Fellow has an interest, all decisions will be made by vote, with a simple majority required (unless an alternative voting arrangement is set out in the Statutes). A quorum must be present for the discussion and decision. Any conflicted Fellows will not count towards the quorum. Conflicted Fellows may not vote on matters affecting their own interests.

In the case of appointments or hiring if a Fellow is involved in a selection process where a connected person may be considered for the role, the Fellow should declare an interest and withdraw from the process at the earliest opportunity.

All decisions under a conflict of interest will be recorded by the College's secretary and 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.

The secretary should take special care to ensure that minutes or other documents relating to the item presenting a conflict are, where necessary, appropriately redacted for the person facing the conflict. Where a Fellow benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP.

Inherent conflicts

It is recognised that all the Fellows are also employees of the College and Oxford University.

When carrying out their roles as charity trustees, all Fellows must act solely in the best interests of the College.

Where significant decisions need to be made for example in relation to benefits where a majority of Fellows may be conflicted as employees, independent guidance should be sought, for example via the Remuneration Committee (see separate Terms of Reference.) This may include seeking guidance on whether it is appropriate for Governing Body to consider the matter at all.

Gifts and hospitality

All gifts to and hospitality for Fellows should be declared and recorded in the register of interests, loyalties and gifts kept for this purpose. The information recorded should include its estimated value, the date on which it was received, who it was given by and the reason for the gift.

Gifts and hospitality should never be solicited

Gifts and hospitality with a value of under £100 can be accepted providing that the gift or hospitality is not given or accepted with an expectation that there is any obligation owed as a result of the gift.

Where a gift or hospitality is received or offered which exceeds the value of £100, unless the written consent of the Principal is given, the hospitality should be declined or the gift be returned to the sender, the market price should be paid or the gift should be donated to the organisation directly or to another charitable organisation as appropriate.

Gifts and hospitality intended to influence the decisions of the Fellows, or which could reasonably give the impression that they are intended to influence the decisions of Fellows, should never be accepted.

Managing contracts

If a Fellow has a conflict of interest, that Fellow must not be involved in managing or monitoring a contract in which they have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Staff and volunteers

This policy has been written to help Fellows to discharge their legal duty to act only in the best independent interests of the College. Although this legal duty does not extend to staff or volunteers, the spirit of this policy applies equally to staff and volunteers to enable Fellows to discharge their duty. In practice, therefore, staff and volunteers should act appropriately where a conflict of interest or loyalty arises over above those which are inherent in their role as employee or volunteer.

Data protection

The information provided in accordance with this policy will be processed in accordance with data protection principles as set out in the GDPR Act 2018. Data will be processed only to ensure that Fellows act in the best interests of the College. The information provided will not be used for any other purpose.