



CONFLICTS OF INTEREST POLICY

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Conflict of Interest Policy

Policy Summary

- The University is committed to maintaining high levels of integrity and transparency in all its operations.
- This policy applies to all staff across all departments of the University of Roehampton, its subsidiaries, and other individuals working for or with the University, including Members of Council and Council Committees.
- A conflict of interest arises when an individual's personal interests or connections to third parties conflict with the University's interests. Conflicts can be financial or non-financial and may inhibit impartial discussion and decision-making.
- Individuals must disclose all conflicts of interest in writing when they arise or become known.
- Declarations of interest should be a standing item at the beginning of every Council and Committee meeting.
- The University Secretary or relevant executive lead will decide on the course of action for each declared conflict. Actions may include not participating in discussions or decisions, referring decision-making to others, or standing aside from involvement in specific projects.

1. Introduction

- 1.1 The University is committed to ensuring that high levels of integrity apply in all areas of its operation and that all activities are conducted in an honest and transparent manner.
- 1.2 The aims of this document are to:
 - Explain the principles behind the University's policy on conflicts of interest.
 - Enable staff and Council and Committee members to recognise where their personal interests conflict with, or may reasonably be perceived to conflict with, their University duties.
 - Set out the processes for managing conflicts of interest in order to ensure that business decisions are made objectively and in the best interests of the University.

2. Scope of Policy

- 2.1 This policy applies to all staff across all departments of the University of Roehampton, its subsidiaries, and other individuals working for or with the University.

- 2.2 The Companies Act 2006 imposes a duty upon Members of Council (who are University Directors) to avoid conflicts of interest and act in the best interests of the Company (the University). The same duty applies to subsidiary directors in relation to the subsidiary companies.
- 2.3 All individuals within the scope of this policy are expected to act in the best interests of the University. Conflicts of interest may arise where an individual's personal interests or connections to third parties conflict with the interests of the University. Such conflicts can inhibit free and impartial discussion, result in decisions that are not in the best interests of the University and risk the impression that the University has not acted transparently.

3. Defining a Conflict of Interest

- 3.1 A conflict of interest is a circumstance or set of circumstances that create a risk that an individual's duties to the University conflict or could be influenced by a secondary interest. An example would be where an individual finds their view on a matter of governance business is compromised as a result of a direct or indirect personal interest in the matter or as a result of a connection to another party involved in the matter. All individuals have a personal responsibility to declare any interest that might reasonably be regarded as potentially giving rise to a conflict. As a matter of good governance and alignment with the Public Interest Governance Principles, individuals must also declare any perceived conflicts of interest.
- 3.2 A potential conflict exists where the interests of an individual are not currently in conflict, but there is a reasonable likelihood that they may give rise to a conflict in the future. For example, where a member of staff is a trustee of a charity that is not currently linked to the University, or seeking collaboration with the University, but that charity has an interest in research and is known to regularly seek collaborations with universities.
- 3.3 Conflicts of interest can arise both from roles or activities involving parties outside the University or where staff and Council or Council Committee members hold multiple roles inside the University or its Colleges. Conflicts may arise from activities such as procurement, commercial transactions, the conduct and funding of research, contractor selection, admissions and recruitment activity.
- 3.4 Conflicts of interest can be financial or non-financial:
- **Financial conflicts** can arise when there is, or appears to be: opportunity for personal financial gain; financial gain to someone with a close personal connection to the individual; or where it might be reasonable for another party to take the view that financial benefits might affect that person's actions.
Examples include payments, benefits in kind, equity interests, gifts, hospitality or intellectual property rights.

- **Non-financial interests** may include any direct or indirect benefit or advantage, enhancement of an individual's career or education or gain to a connected person. Staff, Council and Committee members should therefore consider who they are acting for, and whether there are any competing motivations or interests that could influence them, or be seen to influence them

4. Declaring and Reporting Conflicts of Interest

- 4.1 A declaration of interest is defined as the oral or written disclosure that the subject matter under discussion, or shortly to be discussed at a meeting or other decision-making forum, places the individual in a position where there is a risk of a conflict of interest.
- 4.2 Individuals must disclose all conflicts of interest in writing (email is sufficient) at the time the conflict first arises or becomes known, including when it is recognised that a conflict might reasonably be perceived. Conflicts of interest should be disclosed to the University Secretary. If the University Secretary has an interest in the matter being disclosed, they should refer the disclosure to the Chief Operating Officer.
- 4.3 'Declarations of interest' should be a standing item at the beginning of every Council and Committee meeting, so that members and regular attendees can declare any conflicts of interest in relation to that specific agenda. The Chair will decide on the course of action for managing each conflict and may take advice from the University Secretary. Both the declarations and any mitigating actions should be minuted.
- 4.4 Members of staff who serve as Council members and members of Roehampton Students' Union are understood to have a *standing interest* relating to their employed role and do not need to make a further disclosure of this interest, but should declare any other interests.
- 4.5 **Council and Council Committee members, University Executive Board (UEB) and Dean/Director level posts**
- (i) All members of the Council, Council Committee members, UEB and those at Dean/Director level are required to disclose any related party transactions, in accordance with the regulations of the Financial Reporting Standards RS 102 and IAS 24, each year. The related parties are defined as a director's parents, spouse, children, stepchildren, and a civil partner.
- (ii) All new Council and Council Committee members, members of UEB, Deans and Directors and other individuals with significant influence over expenditure are asked to complete a declaration of interests on appointment and annually thereafter. The list of individuals within the scope

of this requirement will be specified by the University Secretary and updated regularly.

A report on annual declarations of interest will be provided to the Nominations and Governance Committee.

(iii) The information provided will be processed in accordance with data protection guidelines as set out in the General Data Protection Regulation 2018 and Data Protection Act 2018. The information provided will not be used for any other purpose than recording the declarations.

(iv) If a Council or Council Committee member, member of UEB, Dean or Director of other individual with significant influence over expenditure fails to declare an interest known to the Chair or University Secretary then either of these persons may disclose such interest to the Nominations and Governance Committee on their behalf.

(viii) In the case of a substantial and persistent conflict of interest which is likely in the view of Council to damage the interests of the University, the Chair may ask the Council or Council Committee member to remove the conflict, if necessary, by resignation from Council or the Committee. Substantial and persistent conflicts of interest relating to staff will be dealt with in accordance with the relevant HR procedures. Such conflicts relating to suppliers or contractors will be dealt with in accordance with the relevant contractual mechanism.

4.6 Minutes

The minutes of any meeting at which a conflict of interest is declared will record:

- (i) the nature of the interest
- (ii) an outline of the discussion
- (iii) the actions taken to manage the conflict
- (iii) Where appropriate, authorisation of the conflict.

5. Managing Conflicts of Interest

- 5.1 The University Secretary or relevant executive lead should decide on the course of action for each conflict that is declared, confirm this to the declarer in writing and record it in the register of conflicts of interest, held and managed by the Governance team.
- 5.2 In some cases, simply disclosing and recording the interest may be the only necessary action.
- 5.3 In other cases, in order to ensure that decisions are made in a fair and transparent way, more active management may be required. Actions taken will depend on the nature and context of the conflict but may include:

- Not taking part in discussions or decisions relating to those matters.
- Referring decision-making to others.
- Standing aside from any involvement in a particular project,
- Publishing a notice of interest
- Declaring the interest to a third party.

This list is non-exhaustive and other action may be appropriate on a case-by-case basis.

- 5.4 Staff, Council or Council Committee members with a declared conflict of interest are not permitted to undertake negotiations, or authorise contracts or invoices connected with such conflict.
- 5.5 A conflict of interest should be avoided unless it can be properly managed as set out above. Unavoidable conflicts of interest will be dealt with in accordance with Paragraph 4.5 (viii) above.
- 5.6 The Conflict of Interest register is shared with the Finance department, to enable the disclosure of related party transactions in the annual financial statements.
- 5.7 The Conflicts of Interest register is reviewed by the Nominations and Governance Committee on an annual basis.

6. Communicating the Policy

- 6.1. The Policy will be published on the University website.
- 6.2 The Policy will be shared with all new Council and Council Committee members, UEB and Dean/Director level posts. It will also be shared on an annual basis as part of the annual declarations of interest process.