TRAFFORD & STOCKPORT COLLEGE GROUP

Register of Interest Policy

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1. Purpose

1.1. This policy applies to all Governors including co-opted committee members, Senior Post Holders and members of the Leadership Team. This policy should be read in conjunction with the Corporation's Instrument of Government and Standing Orders.

1.2. In line with the College Financial Handbook, the Board of the Corporation must have a Register of Interest Policy, with systems in place to record and manage any such conflicts. This policy must be kept under regular review, and the Board of the Corporation must ensure that governors, Senior Post Holders and members of the Leadership Team complete the register of interests and the register must be reviewed at least annually. It is the responsibility of the individual to inform the Governance Team of any changes to the register of interest in year.

1.3. The Board must disclose details in its financial statements of any transactions with organisations or individuals where there is a close connection to the Corporation or its governors (known as related party transactions).

2. Definition

2.1. For the purpose of this policy, a conflict of interest is where the personal interests or loyalties of a governor could, or could be seen to, stop them from making a decision in the best interests of the Corporation.

2.2. For Governors, examples of conflicts of interest include if:
- one of your relatives or business partners owns a company that enters into a contract with your Corporation,
- another charity where you are a trustee, or your employer has a business relationship with your Corporation.

2.3. Under charity law, governors must identify conflicts of interest and prevent them from affecting the decisions they make.

2.4. The Chief Executive Officer serving as a governor, should withdraw from discussions about their remuneration.

2.5. Principle 3 of the AoC Code of Good Governance states that:
- The board and senior leadership act with honesty, trustworthiness, openness, and no undue bias.
- Governors must remain impartial and act with objectivity.
- All Governors understand the impact of real and perceived conflicts of interest and how this may affect the Group's reputation.

2.6. It is recommended practice of the AoC Code of Good Governance to have a Register of Interest Policy and Register.

2.7. Governors as charity trustees, have the legal obligation to act in the best interest of the Corporation and in accordance with the Trafford & Stockport College Group

(TSCG) Board of the Corporation Instrument & Articles of Government. The general duties on charity trustees include a requirement for trustees to avoid putting themselves in situations where there may be a conflict of interest between a Governor's interests and their duty as a charity trustee and to act in the best interests of the TSCG.

2.8. In addition, in fulfilling a voluntary role, charity trustees are under a duty not to make a personal profit from their position in acting as a trustee.

2.9. Conflicts of Interest may arise where an individual's personal or family interests and/or loyalties conflict with those of the Group. Such conflicts may create problems that:
- inhibit free discussion,
- result in decisions or actions that are not in the interest of the Group,
- risk the Group's reputation (if it is perceived that the Governors acted improperly).

2.10. The aim of this policy is to protect both the Group and the Governors from any appearance of impropriety.

3. Register of Interests

3.1. From the adoption of this policy, or upon being appointed, whichever is later, all members of the Board of the Corporation, co-opted committee members, Senior Post Holders and members of the Leadership Team will be required to complete a Register of Interests form. The register of interests will be maintained by the Corporation Secretary, and all governors, co-opted committee members, Senior Post Holders and member of the Leadership Team will be required to update their Register of Interests as and when their circumstances change and at the beginning of each academic year.

3.2. The register will be accessible by any person wishing to inspect it, in accordance with the TSCG Instrument & Articles of Government and Standing orders.

4. What to do if you face a conflict of interest

4.1. Governors, Senior Post Holders and the Leadership Team are required to:
- declare the interest at the earliest opportunity,
- withdraw from discussions and decisions relating to the conflict.

4.2. The Governance Team should take special care to ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted for the governor facing the conflict. A balance needs to be made to ensure that the governor still receives sufficient information about the activities of the Corporation generally without disclosing such sensitive information that could place the individual in an untenable position.

5. Management of conflicts of interest in meetings etc.

5.1. Governors, Senior Post Holders and the Leadership Team are required to declare any interest they have in the business of a meeting or any interest financial, or otherwise, which is likely, to interfere with the exercise of a member's independent judgement should be disclosed to the Corporation.

5.2. In all other circumstances, if a Governor believes that they have a conflict of interest or that a conflict of interest is reasonably likely to arise, then they must:

- declare the interest and extent of the interest, before the meeting, at the outset of the meeting or at the earliest opportunity when the Governor is aware that a conflict, or potential conflict has arisen;
- if present at a meeting of the Corporation, or any of its committees, at which the interest or potential interest is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- if asked to do so by the Chair, withdraw from the meeting where required to do so by a majority of the members of the Corporation or committee present at the meeting whilst the non-conflicted Governors decide how the conflict should be managed.

5.3. If a governor fails to declare an interest that is known to the Governance Team or the Chair of the meeting, the Governance Team or the Chair of the meeting will declare that interest on their behalf.

5.4. After disclosure of any such interest, in the case of a meeting the individual concerned will be asked to leave the meeting (unless expressly invited to remain, possibly in order to provide information on the matter in hand) and may be required, by a majority vote not subject to such a conflicting interest, to leave the meeting whilst the matter is discussed.

5.5. 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 will not be permitted to participate in the consideration or discussion of the matter other than to disclose their conflict of interest.

5.6. All decisions of the Corporation or corporation 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.

6. Failure to disclose a relevant interest

6.1. The decision of the Chair as to whether a member 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 Corporation's Code of Conduct, this policy and the Group's Financial Regulations.

7. Data Protection

7.1. The information provided will be processed in accordance with the data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that governors, Senior Post Holders and the Leadership Team act in the best interests of the Corporation. The information provided will not be used for any other purposes.

8. Equality, Diversity and Inclusion

8.1. The TSCG will pay due regard to equality considerations during the preparation and implementation of this Policy and Guidance.

Appendix 1: Guidance Notes

Register of Members' Interests – Guidance Notes

1. Any interest, financial, personal or otherwise, which is likely, or 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.

2. This duty is set out in the Instrument & Articles of Government, an extract of which follows:

8 i) A member to whom paragraph 8 ii) applies will:

a) disclose to the Corporation the nature and extent of the interest; and
b) if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 8 ii) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
c) withdraw if present at a meeting of the Corporation or any of its committees, at which supply, contract or other matter as is mentioned in paragraph 8 ii) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

ii) This paragraph applies to a member who:

a) has 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 relating to the Institution; or

b) has any other interest of a type specified by the Corporation in any matter relating to the Institution.

iii) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

iv) The Corporation Secretary shall maintain an interest of the members which has been disclosed and the register shall be made available during normal office hours to any person wishing to inspect it

3. It is also considered necessary for the Register to include Declarations of Interest by members of staff with significant financial responsibilities and, therefore, the Senior Leadership Team are required to make a declaration on an annual basis.

4. The duty to maintain a Register of Members' interests which is to be open for public inspection is also set out in the Members' Code of Conduct statement which all members of the Corporation are to adhere to. Members are invited to disclose routinely to the Corporation all interests financial or otherwise, which they or (so far as they are aware) their spouse or partners, children or other close relatives may have. The register enables relevant
Interests to be disclosed in a manner which is open and transparent thereby demonstrating to the public that such interests have not influences the Corporation's decision making process.

5. Individuals are in the best position to decide what areas of interest are relevant and should be disclosed, however, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following examples of the types of financial and personal interests which members, and members of staff with significant financial responsibilities, might be asked to list in a register of interests. The examples given are, however, set out as a general guide only and the list may not, therefore, be comprehensive. Declarations in the Register of Interests should include relevant and known interests which also relate to the spouse or partner of a member, and the member's own or spouse's/partners close relatives (e.g. father, mother, brother, sister, child, stepchild or grandchild).

Financial Interests:

- Remunerated employment, office, profession or other activity
- Directorship of a company
- Shareholdings in a company
- Partnerships in a business or professional partnerships
- Consultancies (whether or not remunerated)
- Trusteeship of a trust where a member or his/her partner or spouse or a member of his/her family may be a beneficiary.
- Gift or hospitality offered by outside bodies arising from the person's position as a Member of the Corporation or as a member of staff of the Trafford & Stockport College Group.

Personal Interests:

Membership of another public body including:
- A local authority
- A health authority
- NHS Trust
- School or College Group Governing body
- Unremunerated posts, including honorary positions and other positions that might give rise to a conflict of interest or of trust
- Membership of closed organisations

6. As stated the Register is open to public inspection for which purpose it will be available during normal working hours from the Corporation Secretary. Persons wishing to inspect the Register will be asked to state the reason for their request and a record will be kept of inspections made.

7. The onus is on the individual to update the register when interests are acquired or cease. In order to ensure the register is reviewed on regular basis members and staff with significant financial responsibilities will be asked to complete an annual declaration.