

CLARE COLLEGE, CAMBRIDGE

Conflicts of Interest Policy

1. Introduction

- 1.1 This paper sets out the policy approved by the Governing Body and agreed by the Council and the Finance Committee to advise on how conflicts of interest will be considered and dealt with. It is intended to offer advice but it does not override or supersede any College Statute or Ordinance. This policy will be sent to the Chair of each College committee, who will be asked to ensure that the procedures are followed.
- 1.2 Each member of the Council and the Finance Committee undertakes to act in support of the College as a place of Education, Religion, Learning and Research. Each is required, as a trustee of a charity, to ensure that their fiduciary duties to the charity do not appear to be in conflict with other interests and/or other duties. Decisions should be based solely on the interests of the College and its charitable purposes.

2. Register of Interests

- 2.1 The Master will ensure that a register of interests is maintained in the College. Whenever a new member of the Council and/or the Finance Committee is appointed, they will be required to record in the register of interests any particular financial and/or personal interests that might potentially conflict with their responsibilities as a trustee. They will also be asked to maintain this register as their interests change. Each year, at the Annual Meeting of the Fellowship, the Master will remind trustees of their duties to maintain this register and to ask for any changes to be recorded.
- 2.2 Interests that need to be recorded are:
 - a. Financial interests in companies and/or organisations from whom the College may purchase goods or services, and/or to whom the College may offer goods or services; and/or
 - b. Employment by, and/or membership of, organisations that may seek to influence decisions by the College; and/or
 - c. Personal interests including but not restricted to a close personal relationship with another member of the College.

In particular, trustees should record their membership of a University Department, positions held within the University, and directorships of the College's subsidiary companies.

2.3 The register of interests will be kept in the College and will be available for inspection by any member of the Governing Body, the Council, and/or the Finance Committee on application to the Master.

3. **Recording Declarations of Interests at Meetings**

- 3.1 All trustees have promised to uphold the interests of the College as 'a place of Education, Religion, Learning and Research'. Therefore, whenever they are members of a College committee, they must determine the interests of the College and act to further those interests. A material interest is any matter which may influence the judgement of the person possessing it, or may reasonably appear as capable of influencing that person's judgement, so that the judgement may not be, or may not appear to be, exercised wholly and exclusively in the interests of the College.
- 3.2 Any person present at a meeting of a College committee should declare any potential material interest in the matters to be discussed as soon as possible. They should explain the nature of the conflict and whether or not they wish to make representation to the committee on the item concerned. This applies to all committees established by College Statute or Ordinance. However, such an interest need not be declared where the interest is apparent and arises directly from holding a position within the College or the University.
- 3.3 At the start of each meeting, the Chair will ask if any of those present need to declare a conflict of interest. Any such conflicts of interest, whether declared then or in advance, will be notified to all present and recorded in the minutes. If the Chair considers that any member present has a material interest in an item to be discussed, then the Chair may refer the matter to the committee who will consider the member's views and, in their absence, determine the matter.
- 3.4 There are three sorts of conflict of interest that may arise:
- a. Where someone has a pecuniary interest in a decision; and/or
 - b. Where someone will be directly affected by a decision; and/or

- c. Where someone's interests make it doubtful whether they can properly act in the interests of the College.
- 3.5 In the first case, the person concerned must withdraw from that part of the meeting and take no part in any discussion and/or vote. In all other cases, the person would be expected to withdraw from the meeting while the matter is discussed. They should be allowed to make representations to the meeting either orally or in writing.
- 3.6 A particular difficulty might arise if a member of a committee felt bound by agreements with other Fellows and/or mandated junior members to vote in a particular way. It should be clear that all members of College committees bear a personal and individual responsibility and are not representative of others. This does not, of course, prevent the views of others and their arguments being reported. However, trustees and all members of College committees need to argue and decide in terms of the statutory interests of the College.
- 3.7 If any member of the College is uncertain as to whether they do face a conflict of interest, they should raise the issue with the Chair of the relevant committee. If there is any doubt, they should consult the Master without delay.

4. **Special Decisions**

- 4.1 A special decision of a College committee is one in which a majority of the decision-makers have a material interest in the matter being considered. In such circumstances the committee must consider carefully the circumstances of the matter and determine whether the committee is nonetheless able fairly and reasonably to take that decision or whether it needs to seek advice and/or determination by another body. The determination must be based on whether a reasonable observer would judge that the decision might be affected by the conflict of interests. The result of that consideration, and the arguments considered, should be recorded in the minutes.
- 4.2 Where a College committee considers that it is unable to make a special decision fairly and reasonably, it should refer that matter to the College Council, the Finance Committee, and/or the Governing Body. Where the College Council, the Finance Committee, and/or the Governing Body is unable to make a special decision fairly and reasonably, it should refer that matter to the Charity Commission.

