Conflict of Interest Policy

Purposes of the policy

It is the policy of Middlesbrough College Corporation (the "Corporation") that all members of the Corporation, senior staff attending Corporation and/or corporation committee meetings and corporation committee members who are not members of the Corporation, must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Corporation on the one hand and the personal, professional and business interests of the member/committee member or senior staff member concerned, and of persons connected with them[1], on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest or duty. A conflict of duty may arise where a member of the Corporation/committee member or senior staff has a duty towards another person or organisation that could prevent them from making a decision only in the best interests of the Corporation.

The purposes of this policy are:

- to ensure that members comply with their legal duties, including in particular those under the Corporation's instrument and articles of government, and their duty in charity law to act only in the best interests of the Corporation;
- to protect the integrity of the Corporation's decision-making process;
- to enable all outside parties dealing with the Corporation to have confidence in the Corporation's integrity; and
- to protect the integrity and reputations of the Corporation's members, committee members and senior staff.

Disclosure of interests

From the adoption of this policy, or upon being appointed, whichever is later, all members of the Corporation, committee members and senior staff will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, other trusteeships, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a member has an interest which should be disclosed should be referred in the first instance to the Clerk for a determination.

Written disclosures will be kept on a register maintained by the Clerk to the Corporation and all members, committee members and senior staff will be required to update their disclosure annually and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each fiscal year. The register will be accessible by any person wishing to inspect it, in accordance with clause (10)(5) of the Corporation's Instrument of Government.

Organisation of meetings where a member has disclosed an interest

Where a member has previously disclosed an interest and the Chair [or Clerk] is satisfied that the interest is relevant to an item on the agenda for a meeting of the Corporation or of a corporation committee, the member or committee member concerned may not be sent the papers in respect of that item.

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1 For the definition of "connected person" see Charities Act 2011, s.188.

Decisions made other than at meetings

A similar approach will be adopted if the Corporation amends the Instrument of Government to allow the Corporation to take decisions other than by meetings, e.g. by written resolutions. Any member who has disclosed an interest considered by the Chair [or the Clerk] to be relevant to the matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

Management of conflicts of interests in meetings etc.

This section of the policy should be read in conjunction with clause (10) of the Corporation's Instrument of Government.

In the course of meetings of the Corporation or of a corporation committee and all other activities all member, committee members and senior staff will be required to disclose the nature and extent of any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain [or they have any other interest of a type identified by the Corporation].

If there is a failure to declare an interest that is known to the Chair of Corporation and/or the Chair of the Committee and/or the Clerk to the Corporation, the Chair of Corporation or the Clerk will declare that interest.

After disclosure of any such interest, in the case of a meeting the member, committee member or senior staff member concerned may be required by a majority vote of members not subject to such a conflicting interest to leave the room whilst the matter is discussed. The member or committee member]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 member, committee member or senior staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

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.

Where a member, committee member or senior staff member benefits from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

Failure to disclose a relevant interest

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 member or committee member being in breach of the Corporation's Code of Conduct as well as of this policy. It may, in extreme circumstances, also result in the member or committee member being subject to legal action and personal liability for breach of trust. Such breaches may lead to the Corporation considering the possibility of terminating the member's or committee member's membership of the Corporation or committee respectively.

Such breaches by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures. See the Corporation's Standing Orders for details of the procedure to be used where it is proposed that a member or committee member have their membership terminated.

Failure by a member to disclose a conflicting interest may also be reported to the Secretary of State for Education (via the Department for Education) as principal regulator of further education corporations. In the case of a serious breach of charity law duties by a trustee, the Secretary of State for Education may refer the matter to the Charity Commission, which has the power under the Charities Act 2011 to remove a charity trustee and/or disqualify a person from acting as a charity trustee.

Benefits for Corporation members and committee members

By Clause (10)(2aiii) of the Instrument of Government no member shall acquire or hold any interest to any property that is held or used for the purpose of the institution without the written approval of the Secretary of State.

It is a basic principle of charity law that charity trustees, such as Corporation members, should not profit from their position, although trustees are entitled to be reimbursed for expenses actually and reasonably incurred in undertaking the business of the charity. The Corporation has approved a policy on reimbursing members' and committee members' expenses and members and committee members must comply with this. In addition, clause 10(3) of the Corporation's Instrument of Government allows the Corporation to insure them against liabilities arising from their office.

The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for services provided by them to the charity under a contract for services. This procedure must be followed by the Corporation if a member or committee member wishes to receive such a payment.

Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission.[2] This is only granted in exceptional circumstances. Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the Principal and any staff governors), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

Training, Communication and Support

All governors and senior members of staff to whom the policy applies are given appropriate training at induction on the application of the policy and their duty within this. Additionally, guidance notes are shared alongside the annual completion of the Register of Interests, with the Clerk to the Corporation/Head of Governance as the contact for any queries.

The responsibility for training and communication (including updates) rests with the Clerk to the Corporation/Head of Governance and Vice Principal of Finance, Registry and Risk as appropriate.

Where there are amendments to the policy and its requirements, or a full update is required, this is developed with the Search and Governance Committee, ahead of approval and dissemination to the Governing Body. Any significant changes will always be communicated in advance to all Governors and Staff subject to the declarations.

More widely, where there are any uncertainties, or new potential declarations arise, governors and staff are encouraged to inform the Clerk to the Corporation/Head of Governance immediately who will liaise with the Chair and Vice Chair of Governing Body to advise on appropriate disclosures and/or resulting actions.'

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2 See the Charity Commission's guidance https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11/trustee-expenses-and-payments). Legal advice should be obtained before submitting an application to the Commission.

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Data Protection

The information provided in disclosures will be processed in accordance with the data protection principles set out in the UK GDPR (and the related Data Protection Act 2018). Data will be processed only to ensure that members and committee members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

Review of this policy
This Conflicts of Interest policy will be reviewed on a three year basis or more frequently should circumstances change.

APPENDIX ONE

Register of Members' Interests

Each member is invited to register all business interests, financial or otherwise, which he or she, so far as he or she is aware, his or her spouse or partner, children or other close relatives may have. The Clerk to the Corporation should be informed whenever circumstances change and interests are acquired or ceased.

Please refer to the guidance notes overleaf, and the provisions in the College's Code of Conduct, which relate to Conflicts of Interest, the Conflicts of Interest Policy and Corporation's Instrument and Articles.

I,…….. as *[corporation member] [corporation committee member] [senior staff position held]* of ***[name of college]*** have set out below my interests* in accordance with the Corporation's Conflicts of Interest policy, College's Code of Conduct and Corporation's Instrument and Articles.	**Date on which the interest was last declared**
Nature of Interest:	
Signed:	
Date:	

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Register of Interests Guidance Notes

1. Any interest, financial or otherwise, which is likely to, or would if publicly known, be perceived as being likely to interfere with the exercise of independent judgement, should be disclosed to the Governing Body – this should also include any information related to a spouse, partner, child(ren) or other close relative, eg living in the same household, or a dependent, which may be seen to interfere with an independent judgement.
2. The interest will then be recorded in the Register of Interests, which will be maintained by the Clerk to the Corporation.
3. This Register of Interests will enable the disclosure of relevant business interests in a manner that is open, transparent, and demonstrates to the public that such interests have not influenced the Governing Body's decision-taking process.
4. The Register of Interests is open to public inspection.
5. The Governor / Co-opted Governor or Employee completing the Register of Interests is in the best position to decide what business interests 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 headings, which are set out as general guidelines. Further advice and guidance, if required, can be obtained from the Clerk to the Corporation

Category of Interest	**Information to be Disclosed**
Paid employment.	Name of employer
Self-employment.	Names of significant customers / clients accounting for more than, say, 10% of income of individual or firm
Consultancies (remunerated or non-remunerated)	Names of companies consulting with and also if remunerated or not
Directorships of commercial companies.	Name of companies
Significant shareholdings.	Name of companies in which the Governor / Co-opted Governor or Employee owns, say, 5% or more of the issued share capital
Elected office.	Name of authority
Trusteeships or participation in the management of charities and other voluntary bodies.	Name of body
Public appointments (paid or unpaid).	Name of body
Memberships of professional bodies and trades or other associations.	Name of body
Honorary position that may bring about a conflict of interest	Name of body

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Gifts or hospitality in excess of £10 accepted from contractors, organizations, firms or individuals in the last 12 months	Detail of gift and when reported to the Clerk to the Governing Body (as per the Gifts and Hospitality Policy – March 2026)
Any contractual relationship with the Corporation (or any company or other organization connected to the Corporation)	Detail and name of body
Any other interests which you consider appropriate to disclose and are not covered by the above.	Detail