

Queens' College, Cambridge.

Code of Practice for Management of Conflicts of Interest by Voting Members of the Governing Body.

It is agreed that voting members of the Governing Body, as Trustees, need to be alert to the possibility of conflicts of interest arising from time to time and how such conflicts and their effects may be minimised. Accordingly, it is agreed that the following code be adopted and, for the avoidance of doubt, all references to a member of the Governing Body in this code of practice is to a voting member only.

- (a) Any member of the Governing Body who has a material interest, not being an excluded interest as defined in paragraph (e), (f) and (g) below, in any matter of business before the Governing Body shall declare that fact on each occasion that that business is under consideration. But that shall not apply to business solely for report which is not discussed by the Governing Body. Each Governing Body agenda shall contain an early item "Declaration of Interests".
- (b) If the material interest in question is a pecuniary interest, then the member of the Governing Body declaring it shall withdraw from any meeting while the business is under consideration, and shall not speak or vote on the matter.
- (c) If the material interest is not a pecuniary interest, then the member of the Governing Body declaring it shall withdraw from any meeting while the business is under consideration, and shall not speak or vote on the matter, unless the Governing Body shall have resolved to the contrary.
- (d) Where a member withdraws from a meeting in accordance with paragraph (b) or (c) above, that fact shall be recorded in the Minutes of the meeting. Any resolution of the Governing Body under paragraph (c) above shall be recorded in the Minutes of the meeting at which it is made.
- (e) An interest is an excluded interest for the purpose of this Standing Order if
 - (i) it is an interest which arises from the holding of an office or position in the College, where the other persons holding such an office or position in the College have a similar interest; or
 - (ii) it is an interest arising from membership of a Faculty or Department in the University, or the holding of an office or position in the University, where the other members of the Faculty or Department or the other persons holding such an office or position in the University, as the case may be, have a similar interest.
- (f) In particular, an interest which arises from a general review of College stipends is excluded, in relation to an increase in respective stipends in accordance with a general percentage stipend increase.
- (g) A Fellow's interest in his or her election or re-election to a Fellowship or appointment or re-appointment to any paid office or position in the College is not

excluded, but matters concerning appointment or re-appointment to any unpaid position in the College are excluded.

- (h) Members of the Governing Body, on joining the Governing Body, shall register their material interests with the Senior Bursar, who shall record that information in a register kept for the purpose. Members of the Governing Body shall notify the Senior Bursar of any new material interest occurring during the course of their membership whenever such new material interest occurs. The register shall include a statement of membership of any Faculty or Department in the University, and the holding of any office or position in the University. The Senior Bursar shall send the entry of each member of Governing Body to such member at the beginning of each Academic Year for the entry to be confirmed or amended by the member, as may be required. The register of interests shall be available for inspection in the President's Office, solely by any member of the Governing Body. The register shall also be available for inspection by any properly authorised officer of the Charity Commission.
- (i) Subject to paragraph (j) below, 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 exercised wholly and exclusively in the interests of the College.
- (j) An interest shall not be a material interest unless the person having that interest either knew about it or should reasonably have been aware of it. Any position as a consultant, a company director or a charity trustee shall not constitute a material interest unless there is a reasonable possibility that the company or relevant organisation or charity, as the case may be, may be engaged in any business, appeal, or transaction involving the College. It is recommended, however, that all such directorships, consultancies or trusteeships are registered as a matter of good practice.
- (k) If the President considers that any member or members of the Governing Body may have an interest which should be treated as a material interest for the purposes of paragraphs (a) to (d) above, then the President may ask the Governing Body to determine the matter. The Governing Body shall then determine it in the absence of the member or members concerned, after hearing his, or her or their views, and the Governing Body's decision shall be binding on the member or members concerned. For the purpose of this paragraph, the Governing Body may set aside the rules above relating to excluded interests detailed in paragraph (e) above.
- (l) If, for reasons of privacy, a member of the Governing Body is unable to declare an interest, as required by this code, they shall, in confidence, discuss the issue with the President who will advise the member on an appropriate course of action in accordance with the principles of this code of practice. If the President has such an interest, the President shall, in consultation with the Senior Fellow in confidence, decide on an appropriate course of action in accordance with the principles of this code of practice.
- (m) The above rules, with the exception of those contained in paragraphs (h) and (k) above, shall apply with necessary modifications to committees, working parties and other bodies constituted by the Governing Body, as they apply to the Governing Body, except in so far as they may be specifically disapplied by decision of the Governing Body.

This policy shall be reviewed annually at the Governing Body meeting held at the end of Michaelmas Term.