

Terms of Reference of the Conflicts of Interest Committee

Appendix III UPR GV17 version 02.0

Policies superseded by this document

This document replaces version 01.0 of UPR GV17 Appendix III with effect from 1 September 2023.

Summary of significant changes to the previous version

Minor amendments to Appendix I of this policy (UPR GV17). No changes have been made to this document.

Glossary

A glossary of approved University terminology can be found in [UPR GV08](#).

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1 Constitution

- 1.1 The Conflicts of Interest Committee is a committee of the University.
- 1.2 The formation of the Conflicts of Interest Committee, and the adoption of these Terms of Reference, were agreed and approved by resolution of the University’s governing body (“**Board of Governors**”) passed on 13 July 2021.
- 1.3 The Board of Governors has the power to form such committees under Article 5.1 of the University’s Articles of Government.

2 Purpose and Duties

The Conflicts of Interest Committee will:

- 2.1 assist the Board of Governors and the Vice-Chancellor in discharging their responsibilities for proper management of conflicts of interest;
- 2.2 have oversight of this policy and review it at least once annually;
- 2.3 have oversight of the Registers of Interests and ensure that they are updated regularly in accordance with this policy;
- 2.4 regularly review the Registers of Interests to determine whether any declarations have direct relevance to the activities of the University;
- 2.5 provide advice and guidance to members of the University in relation to the proper management of conflicts of interest;
- 2.6 provide directions to members of the University in relation to the proper management of conflicts of interest, where required;
- 2.7 seek appropriate external advice when necessary to ensure the proper management of conflicts of interest;
- 2.8 ensure that members of the University are provided with appropriate and regular training in relation to the identification, disclosure and management of conflicts of interest;
- 2.9 receive and review regular reports regarding the management of conflicts of interest within SBUs;
- 2.10 report (at least annually) to the University's Audit & Risk Committee regarding the management of conflicts of interest;
- 2.11 make whatever recommendations to the University's Audit & Risk Committee it deems appropriate on any area within its remit, where action or improvement is needed; and
- 2.12 always act in accordance with these Terms of Reference, the University's Instrument and Articles of Government, applicable law and regulatory requirements, and good governance principles.

3 Composition

- 3.1 The Conflicts of Interest Committee shall be:
 - a the Secretary and Registrar;
 - b the Deputy Vice-Chancellor;
 - c a Pro Vice-Chancellor (to be nominated by the Deputy Vice-Chancellor);
 - d two Deans of School (to be nominated by the Deans of School);

- e the Director of Legal and Compliance Services and University Solicitor;
 - f the Head of the University's Internal Audit Service;
 - g the Head of Governance Services; and
 - i a member of the University's finance staff nominated by the Group Finance Director.
- 3.2 The Secretary and Registrar and Deputy Vice-Chancellor will be co-Chairs of the Committee.
- 3.3 Where a member holds their position on the Committee by virtue of holding a particular office at the University, they will be appointed for the period they hold such office. Where the member is nominated for that membership, they will be appointed for a period of up to three years, which may be extended for no more than one further three-year period.
- 3.4 A member will cease to hold office if they:
- a resign as a member by notice to the Secretary and Registrar;
 - b being a member by virtue of holding a particular office at the University, cease to hold that office;
 - c being a nominated member, are removed by the person nominating them;
 - d are removed by the Board of Governors; or
 - e are removed by a majority decision of the other members.
- 3.5 The Secretary and Registrar may appoint a clerk to record the proceedings of meetings.

4 Meetings

- 4.1 The quorum necessary for the transaction of business of the Conflicts of Interest Committee will be three members (in person or by electronic means), at least one of whom must be either the Secretary and Registrar or the Deputy Vice-Chancellor. A duly convened meeting of the Conflicts of Interest Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by it.
- 4.2 The Conflicts of Interest Committee must meet at least once a year and otherwise as required. These meetings must be convened by any member giving notice to the other members in writing. Meetings may take place virtually, by online conference facility or exchange of emails.
- 4.3 The Conflicts of Interest Committee may invite any person, as and when it thinks appropriate or necessary, to join the members of the Committee at the whole or any part of any of its meetings. Any person invited to attend a meeting of the Committee will have no right to participate or vote on any matter put to that meeting.

- 4.4 At least 5 working days' notice of any meeting of the Conflicts of Interest Committee must be given, although such notice period may be waived or shortened with the written consent of all of the members of the Committee for the time being, should an urgent decision be required in relation to the management of a conflict of interest.

5 Voting arrangements

- 5.1 Each member of the Conflicts of Interest Committee will have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting (in person or by electronic means) of the Conflicts of Interest Committee.
- 5.2 If a matter that is considered by the Conflicts of Interest Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member will not be permitted to vote at the meeting.
- 5.3 The Chair will have a casting vote.
- 5.4 All decisions of the Conflicts of Interest Committee will be formally reported to the Governors' Audit and Risk Committee by the Secretary and Registrar.

6 Minutes

- 6.1 The clerk or one of the members attending each meeting, or such other suitable person as the members present at such meeting shall nominate, shall take minutes of Conflicts of Interest Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings will be circulated to the Audit and Risk Committee unless, in the opinion of the Chair, it would be inappropriate to do so (for example, if a conflict of interest exists).

7 Authority

The Conflicts of Interest Committee is authorised by the Board of Governors:

- 7.1 to carry out any activity within these Terms of Reference;
- 7.2 to seek any information it requires from any governor or employee or student or member of the University in order to perform its duties; and
- 7.3 within any budgetary restraints, to obtain outside legal or other independent professional advice on any matters within its terms of reference.

8 Reporting responsibilities

- 8.1 The Secretary and Registrar will report to the Audit and Risk Committee any matters arising from the Committee's proceedings which relate to its duties and responsibilities.

- 8.2 The Conflicts of Interest Committee will produce a formal report at least annually in accordance with clause 2.10 above.
- 8.3 The Conflicts of Interest Committee will make whatever recommendations to the Audit and Risk Committee it deems appropriate on any area within its remit where action or improvement is needed.

Sharon Harrison-Barker
Secretary and Registrar
Signed: **1 August 2023**

Alternative format

If you need this document in an alternative format, please email us at governanceservices@herts.ac.uk or telephone us on +44 (0)1707 28 6006.