



ST. HUGH'S COLLEGE, OXFORD

CONFLICTS OF INTEREST POLICY

Date Policy Ratified by Governing Body: 18 June 2025

Author/Responsible Officer: Dr Grower, Fellow in Law

Date to be reviewed by: 18 June 2027

Conflicts of Interest Policy

1. Preamble

- 1.1. St Hugh's College (hereafter 'the College') is a registered charity (no. 1139717).
- 1.2. Under the terms of its Charter, the College's charitable objectives include:
 - Providing for members of the University of Oxford the protection and training of an Academic House, conducted according to the principles of the Church of England, but with full provision for the liberty of those who are not members of that Church, and
 - Doing all such other things as are incidental or conducive to advancing education, learning, and research both within Oxford or elsewhere.
- 1.3. This document is the College's Conflicts of Interest policy.
- 1.4. Under its Statutes, the governance of the College is the responsibility of its Governing Body and those people who are from time to time authorised by the Governing Body to act under its auspices. Members of the Governing Body and those empowered by the Governing Body to control or manage the College's activities are therefore fiduciaries and must act in accordance with the English law of fiduciaries.
- 1.5. A contravention of the terms of this policy by a person to whom it applies may result in disciplinary action being taken against that person in accordance with the relevant College procedures.

2. Scope

- 2.1. This policy applies to:
 - all those who have been (and who continue to be) formally appointed as voting members of the Governing Body,
 - all those who, although they are not voting members of the Governing Body, fall to be treated as a voting member of the Governing Body by virtue of their participation in the Governing Body's meetings,
 - any employee with line-management responsibility, and
 - all members of the College's committees or sub-committees.
- 2.2. This policy recognises that, as an integral part of their appointment, a majority of members of the Governing Body and others to whom this Policy applies will also be employed by the University of Oxford and/or other colleges in the collegiate University. St Hugh's is part of the collegiate University of Oxford and material interdependencies between the University and the College arise as a consequence of this relationship. Employment by another part of the collegiate University will not give rise to a Conflict of

Interest under this policy other than in the exceptional event that the interests of the College directly conflict with the interests of another part of the University to which someone to whom this Policy applies is connected. In such circumstances, the provisions set out in this Policy must be followed. Examples of circumstances in which such a conflict might exist include where there is a disagreement over funding or as to the replacement of a vacated post.

3. Definitions

3.1. For the purposes of this policy:

- A **conflict of interest and interest** occurs when a person to whom this policy applies (or a person to whom such a person is sufficiently closely connected) has an interest or interests which actually or potentially conflict with the interests of the College.
- A **conflict of duty and interest** occurs when a person to whom this policy applies (or a person to whom such a person is sufficiently closely connected) owes a duty to another person or institution which actually or potentially conflicts with the interests of the College.

3.2. Examples of conflicts include:

- The conflict of interest and interest in existence when a person to whom this policy applies has a financial interest in a supplier or contractor engaged by the College.
- The conflict of duty and interest in existence when a person to whom this policy applies has an employment or consultancy role with another organisation with which the College has dealings.
- The conflict of interest and interest in existence when a person has a personal relationship that influences (or could reasonably be perceived to influence) their decision-making in relation to a College matter.

3.3. In addition, for the purposes of this policy:

- A **sufficiently close connection** includes but is not limited to a familial or other close personal tie (including both social and sexual ties) and business ties, including the tie between a company and one of its shareholders.

4. The Rules

4.1. Subject to the terms of the acceptance of gifts policy a person to whom this policy applies must not:

- engage in the unauthorised pursuit of their own interests (and/or the interests of a person with whom they are sufficiently closely connected) in conflict with the interests of the College,
- engage in the unauthorised performance of any duties which they owe to any other person or institution (and/or the performance of any duties owed by a person with

whom they are sufficiently closely connected) in conflict with the interests of the College, and

- even in the absence of either a conflict of interest and interest or a conflict of duty and interest, make any unauthorised profits for themselves (and/or for a person with whom they are sufficiently closely connected) as a result of their exploitation of an opportunity which has come to them by virtue of their position of governance and/or management and/or supervision of the College and/or its activities.

4.2. If and when it becomes reasonably foreseeable that a person to whom this policy applies will (by either act or omission) contravene the terms of this policy (and in particular the terms of 4.1.) that person is under a duty:

- to disclose all the material facts relating to their impending contravention so as to allow the giving of informed consent to that impending contravention,
- not to act or allow themselves to be brought in contravention of the terms of 4.1. unless and until informed consent has been given to that occurrence, and
- to withdraw from all decision-making in relation to the granting of that informed consent.

4.3. Note that the test of reasonable foreseeability in 4.2. is objective. The question is not whether the person who risks contravening the policy can reasonably foresee or predict a contravention, but whether a reasonable person occupying their position would reasonably foresee or predict a contravention.

4.4. Where the person to whom this policy applies is acting in their capacity as a College employee, the necessary disclosure should be made to (and informed consent should be provided by) their line manager. The line manager should then note the fact of the disclosure and their grant of consent and engage in appropriate onward reporting accordingly.

4.5. Where the person to whom this policy applies is not acting in their capacity as a College employee, the necessary disclosure should be made to (and informed consent should be provided by) the Governing Body.

4.6. In accordance with the above, every person to whom this policy applies must immediately disclose the existence of any relationship which would be sufficient to give rise to a close connection for the purposes of 3.3. which involves anyone who is a member of the College or an employee of the College.

4.7. Where the person to whom this policy applies is a Fellow of the College, that disclosure should be made to the Principal. Where the person to whom this policy applies is any other member of academic staff, that disclosure should be made to the Senior Tutor. Where the person to whom this policy applies is a member of non-academic staff, that disclosure should be made to their line manager.

- 4.8. Further, a person to whom this policy applies must not participate in employment-related decisions affecting another person with whom they are sufficiently closely connected, including but not limited to matters of hiring, promotion, performance appraisal or review, pay, and discipline. This is true whether or not that second person is also a person to whom this policy applies.

5. Further Measures to Support the Integrity of the College’s Decision-Making Processes – Invitation to Make Declarations of any Contravention or Impending Contravention of this Policy

- 5.1. At the start of each Governing Body and any meeting of one of its committees or sub-committees, the Chair of the meeting should invite declarations from those persons present to whom this policy applies as to the existence (in relation to them) of any actual or potential conflict of interest and interest, conflict of duty and interest, and/or profit-making opportunity (as per the terms of 4.1.).
- 5.2. The Chair should also invite all those persons present to whom this policy applies to consider the possibility that there may reasonably appear to be in existence (in relation to them) any actual or potential conflict of interest and interest, conflict of duty and interest, and/or profit-making opportunity (as per the terms of 4.1.), and, if so, to express those facts accordingly.

6. Further Measures to Support the Integrity of the College’s Decision-Making Processes – Register of Interests

- 6.1. The College maintains a confidential Register of Interests which all members of Governing Body and all Key Management Personnel as listed in the Annual Report and Financial Statements are required to complete annually when requested to do so.
- 6.2. The Register of Interests should be circulated to those to whom it applies once a year by the College Secretary. The Risk, Audit, and Governance Committee is responsible for overseeing this process and providing assurance to Governing Body.
- 6.3. It is the duty of each person to whom the Register of Interests applies to keep their respective entry up to date. However, the bare fact of a disclosure on the Register of Interests is not a sufficient substitute for disclosure under 4.2. and 4.4., above, and, when appropriate, a disclosure should still be made in accordance with the terms of this policy notwithstanding the fact of a relevant entry on the register.

7. End Matter

- 7.1. This policy should be formally reviewed by the Governing Body once a year.

- 7.2. This policy should be circulated to all those to whom it applies at the start of every academic year. It should also be shared as soon as reasonably possible with anyone who, during an academic year, takes up a position which renders them subject to the terms of this policy.
- 7.3. When circulated, this policy should be accompanied by a message drawing addressees' attention to the terms of the policy and remind them that they are under legal duties in respect of their discharge of their various roles and/or functions around College.
- 7.4. Anyone with queries in relation to the application of this policy should direct them in the first instance to:
- Where the person with queries is a Fellow, the Principal,
 - Where the person with queries is any other member of academic staff, the Senior Tutor, and
 - Where the person with queries is a member of non-academic staff, their line manager.