



KINGSLEY: CONFLICT OF INTEREST POLICY

CONFLICTS OF INTERESTS POLICY

1. Introduction

This policy sets out your responsibilities for identifying and managing actual and potential conflicts of interest when acting on behalf of Kingsley.

A conflict of interest is any situation in which your personal interests, or loyalties that you owe to another person or body, may (or may appear to) unduly influence or affect a decision. Conflicting interests usually fall into the following categories:

- Financial interests: These may apply to you either directly or indirectly through a partner, spouse, close relative, or an entity or institution you are connected.
- Non-financial interests: These cover other kinds of potential gain (e.g. increase in reputation if a former student receives an award or a family member receives a grant);
- Loyalties: These arise from a personal connection or duty to another person or organisation (e.g. to a past employer, past student, family member, friend, close colleague or frequent collaborator).

2. Who this policy applies to

This policy applies to:

- all employees, whether on a permanent or fixed-term contract, and also to other individuals engaged on a temporary basis, whether full-time or part-time;
- all external members

3. Principles

It is important you ensure that all decisions you make are free from any undue external influence.

You are expected to act with integrity and impartiality and to be open, fair and unbiased when making decisions, or when advising, and to act in a way that serves the best interests of organisation.

It is inevitable that conflicts of interest will arise (indeed, having outside interests and expertise may make you better able to contribute but it is important that they are clearly identified and carefully managed.

Your responsibility is to identify and manage conflicts of interest by:

- Disclosing outside interests that could give rise to potential conflicts so that relevant people are aware of these in advance;

- Determining whether you have an actual or perceived conflict before being involved in any decision making; and

- Managing any conflicts as they arise, in a manner that protects the integrity of decision making while allowing you to give the right level of input to enable the best decisions.

4. What to do

4.1 Disclosing interests

4.1.1 Employees

Within one month of your start date you are requested to declare all external appointments, material shareholdings and other business interests fitting the descriptions below to your line manager. Any relation with the students must be disclosed.

If you later acquire any such interests, you must tell your line manager as soon as you reasonably can.

External appointments: This covers all appointments (paid or unpaid) with an external body or entity which could potentially have an overlap of interests where you are:

- performing a formal function or discharging duties, such as being a charitable trustee or non-executive director (this does not include observer or advisory positions held solely as part of your duties); or

- providing services – such as being a consultant, committee member or speaker – or receiving funding or other nonfinancial benefits (this does not include work performed outside of working hours where the fees are less than £1000 per annum).

-Material shareholdings and other business interests: This covers any holding of 10% or more in the share capital of any company (whether or not publicly listed) or in a limited partnership or other commercial entity.

In determining whether you have any shareholdings or other business interests to declare:

-You need to include the interests of anyone with whom you have a significant personal relationship where you normally have knowledge of such interests (a "Connected Person") as if they were your own interests. This could include a partner, children under 18, anyone living in the same home where you share information about interests, and anyone whose financial affairs you have responsibility for or control over. If you do not normally have knowledge of such a person's interests then you do not need to ask and you do not need to treat them as a Connected Person.

-You need to include all share options or convertible securities held as if they had been exercised and converted into shares.

-You may exclude any interests you hold in a vehicle which is managed by a third party and whose underlying investment decisions you have no discretion or control over.

-You may exclude any interests of an entity whose investment committee you sit on, unless you have a controlling or casting vote on it.

4.1.2 External members should within one month of your start date declare to all external appointments, whether with your main employer or any other external appointment, that:

-involve a significant amount of your time;

-are economically significant to you;

-are activities with which you are most publicly associated; or

-you consider may conflict with your activities. If you later take up any such appointments, you must tell Kingsley as soon as you reasonably can.

4.2 Determining whether an actual or perceived conflict exists

4.2.1 It is your responsibility to consider whether you have any actual or perceived conflict with any proposal Kingsley is considering as soon as you become aware of the proposal.

If possible, you should do this before any meeting about the proposal, but if not, you should do it as soon as the potential conflict becomes apparent during the meeting.

Even if you have already disclosed your relevant interests in line with section 4.1, you still need to consider your potential conflicts for each individual proposal.

4.2.2 In considering whether a conflict arises, you should treat the interests of any Connected Person as your own interests (see section 4.1.1).

4.2.3 If you think you have an actual or potential conflicting interest in any proposal Kingsley is considering (whether or not you think it is material), or if you are unsure if a conflict exists, you should discuss it with your line manager as soon as practically possible.

4.3 Managing the conflict

4.3.1 Where there is a conflict your Line Manager will work with you to determine the materiality of the conflict. This will involve assessing all the relevant factors, including:

- your role in the decision-making process (e.g. if you are an observer with no right to vote it is less material than if you are a full committee member or chairperson);
- the nature of the conflicting interest (e.g. a conflict based on loyalty to a past employer is less material than a conflict that could lead to a direct financial gain);
- the closeness of the conflicting interest (e.g. if it relates to a grant co-applicant it is less material than to a principal applicant); and
- the value and nature of any benefit you could receive from the proposal being considered (e.g. a conflict involving a large financial gain or a current employer, will be more material than one involving a non-financial benefit or a past employer)

4.4 Determining whether an actual or perceived conflict exists

It is your responsibility to consider whether you have any actual or perceived conflict with any proposal Kingsley is considering as soon as you become aware of the proposal. If possible, you should do this before any meeting about the proposal, but if not, you should do it as soon as the potential conflict becomes apparent during the meeting.

5. Staff will be asked to declare and sign a re-declaration of conflict of interest on an annual basis.

5.1 Both declarations will have a clause which states that any potential conflict of interest

must be declared to the Board of Directors in writing and to their line manager as soon as possible.

5.2 Failure to do so will breach their obligations to their employer and could lead to dismissal.

Revised 16/5/2022