

UNIVERSITY OF HERTFORDSHIRE HIGHER EDUCATION CORPORATION
FORMAL COMMITTEE STRUCTURE OF THE CHIEF EXECUTIVE'S GROUP
CONFLICTS OF INTEREST SUB-COMMITTEE

(Amendments to the previous version are shown in *italics*.)

A CONSTITUTION

- A.1 The Conflicts of Interest Committee is a committee of the Board of Governors.
- A.2 The formation of the Conflicts of Interest Committee, and the adoption of these Terms of Reference was agreed and approved by resolution of the University's governing body (Board of Governors) passed on 13 July 2021.
- A.3 The Board of Governors has the power to form such committees under Article 5.1 of the University's Articles of Government.

B QUORUM

One third of the members will constitute a quorum unless the total membership is less than five (5), in which case the quorum will be two (2) members.

C TERMS OF REFERENCE

- C.1 The Conflicts of Interest Committee will assist the Board of Governors and the Vice-Chancellor in discharging their responsibilities for proper management of conflicts of interest.
- C.2 Advisory**
- C.2.1 To provide advice and guidance to members of the University in relation to the proper management of conflicts of interest;
- C.2.2 To provide directions to members of the University in relation to the proper management of conflicts of interest, where required;
- C.2.3 To 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;
- C.2.4 To seek appropriate external advice when necessary to ensure the proper management of conflicts of interest.
- C.3 Monitoring**
- C.3.1 To have oversight of the Conflicts of Interest policy and review it at least once annually;
- C.3.2 To have oversight of the Registers of Interests and ensure that they are updated regularly in accordance with this policy;
- C.3.3 To regularly review the Registers of Interests to determine whether any declarations have direct relevance to the activities of the University;
- C.3.4 To receive and review regular reports regarding the management of conflicts of interest within SBU's.
- C.3.5 To ensure that members of the University are provided with appropriate and regular training in relation to identification, disclosure and management of conflicts of interest;

C.4 Reporting

C.4.1 To report (at least annually) to the University's Audit & Risk Committee regarding the management of conflicts of interest;

C.4.2 To prepare and present an Annual Report to the Audit and Risk Committee.

C.5 General

C.5.1 To 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.

C.5.2 To exercise such other responsibilities as may be assigned to it from time-to-time by the Audit and Risk Committee.

D COMPOSITION

D.1 The Chair of the Conflicts of Interest Committee will be appointed by the Vice-Chancellor.

D.2 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.

D.3 A member will cease to hold office if they:

- a. Resign as a members 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.

D.4 The Secretary and Registrar may appoint a Clerk to record the proceedings of meetings.

Category

1	A Chair appointed by the Vice-Chancellor (Secretary & Registrar)	1
2	Deputy Vice-Chancellor (Co-Chair)	1
3	Pro Vice-Chancellor (to be nominated by the Deputy Vice-Chancellor)	1
4	Deans of School (to be nominated by the Deans of School)	2
5	Director of Legal and Compliance Services & University Solicitor	1
6	Head of Internal Audit	1
7	Head of Governance Services	1
8	A member of the University's finance staff (to be nominated by the Group Finance Director)	1
9	<i>Deputy Secretary & Registrar and Head of Corporate Services</i>	<u>1</u>
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Officers in Attendance

Clerk

E OPERATION

E.1 The Conflicts of Interest Committee:

- i will conduct its business in accordance with the University's Governance Principles and the guidance issued by Governance Services;

Conflicts of Interest Committee

Effective: 14 December 2023

References: Board of Governors, Minute 169, 13 July 2021

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- ii will note the University's Governance Principles and the guidance issued by Governance Services at the first meeting of each academic year and any subsequent changes to these;
- iii will meet not less than once (1) times in each academic year (normally annually) and formal minutes of the Group's proceedings will be published and circulated by the Clerk. Meetings may take place virtually, by online conference facility or exchange of emails. These meetings must be convened by any members giving notice to the other members in writing.
- iv will note its terms of reference, composition and membership at the first meeting of each academic year and any subsequent changes to these.
- v 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.

E.2 The quorum necessary for the transaction of business will be three members 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.

E.3 **Records**

Records of the Body's business will be stored on the University's Electronic Document Records Management System in accordance with the protocols determined from time-to-time by the Head of Governance Services. The Clerk is responsible for the accuracy and completeness of the records, which will conform with the requirements of the guidance issued by Governance Services.

F MEMBERSHIP

Category

1	A Chair appointed by the Vice-Chancellor		Sharon Harrison-Barker
2	Deputy Vice-Chancellor (co-Chair)		<i>Professor Mairi Watson</i>
3	Pro Vice-Chancellor (to be nominated by the Deputy Vice-Chancellor)	<i>to 31.08.2027</i>	<i>Professor Wendy Wills</i>
4	Deans of School (to be nominated by the Deans of School)	<i>to 31.08.2025</i> <i>to 31.08.2025</i>	Professor Penny Carey Professor Damian Ward
5	Director of Legal and Compliance Services & University Solicitor		Alex Hall
6	Head of Internal Audit		Bridget Bishop
7	Head of Governance Services		Elizabeth Heath
8	A member of the University's Finance staff (to be nominated by the Group Finance Director)	<i>to 31.08.2025</i>	Sally Ensum
9	<i>Deputy Secretary & Registrar and Head of Corporate Services</i>		<i>Helen Davidson</i>

Officers in Attendance

Clerk Linda Goodwin/Nick Harper

Members 10

Officers in attendance 1