

# **TRUSTEE REGISTER AND DECLARATION OF INTEREST GUIDANCE**

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## **Introduction**

Newton Rigg Ltd must keep a register of the up-to-date business and pecuniary interests of all trustees (including associate members) and the requirements are set out in national legislation and the Articles of Association of Newton Rigg Limited, Registered Charity Number 1199205.

Newton Rigg Ltd must ensure that all decisions are made in the best interest of Newton Rigg Ltd at all times, and do not unfairly benefit any individual connected to Newton Rigg Ltd. Trustees must act with transparency and integrity at all times and comply with the Business Code of Conduct.

The Business Manager usually manages the collection of individual declarations and the compilation of the main Register of Interests and will ask trustees to update their declaration annually or when their circumstances change.

Newton Rigg Limited should make clear in their Code of Conduct that their Register of Interest information (as well as position, term of office and attendance) will be published annually on Newton Rigg Limited's website for all trustees and associate members.

The publication of the Register of Interest Information must be in a "readily accessible form" with information available on a webpage "without the need to download or open a separate document".

Business Managers are not required to complete a register of interest form.

## **What are Business and Pecuniary Interests?**

### **Pecuniary interests** (May/could gain personally)

Generally, trustees should not participate in any discussions in which they may directly or indirectly benefit from a pecuniary interest, except where the relevant authority has authorised this, i.e. legislation for Newton Rigg Ltd or Articles of Association. A direct benefit refers to any personal financial benefit and an indirect benefit refers to any financial benefit you may have by virtue of a relationship with someone who stands to gain from a decision of Newton Rigg Ltd Trustees. Both direct and indirect interests must be declared.

### **Non-pecuniary interests (Conflicts of loyalty)** – (May/could impair judgement)

There may be a non-pecuniary interest whereby the trustee does not stand to gain any benefit, but a declaration should still be made. For example, this might be where a trustee has a family member working for Newton Rigg Ltd. While the trustee might not benefit personally, their judgment could be impaired if something was brought up that would affect the family member.

## Roles and responsibilities

Person Responsible	Area Of Responsibility
<b>Chair of Trustee's</b>	<ul style="list-style-type: none"> <li>• Liaise with the Business Manager to ensure that the register of interest is completed each year.</li> <li>• Make sure declarations of interest are made before, or at the beginning of, each meeting.</li> <li>• Facilitate the business in deciding how to deal with conflicts of interest of another trustee.</li> </ul>
<b>Business Manager</b>	<ul style="list-style-type: none"> <li>• Remind all trustees annually to complete their declarations.</li> <li>• Maintain the register of interests, and update it when trustees inform them of changes to their circumstances.</li> <li>• Advise the Newton Rigg Ltd on how to deal with conflicts of interest.</li> </ul>
<b>All Trustees and Associate Members</b>	<ul style="list-style-type: none"> <li>• Complete the register of interests annually.</li> <li>• Declare their conflicts of interest before or during meetings, and complete the register of interests.</li> <li>• Make sure they inform the Chair and Business Manager immediately of any changes to their circumstances</li> <li>• Take appropriate action to remove any conflict of interest or seek advice on how to do so if necessary.</li> </ul>

## What Trustees Should Declare

Trustees should declare the following:

- Trustee roles in other educational institutions
- A business interest that you, or any member of your family may have in a company that could stand to gain from their position on the trustee board (e.g. ownership or partnership of a company which may be used by Newton Rigg Ltd to provide goods or services)
- Interests arising from relationships with other trustees (including spouses, partners and close relatives who may also have a business interest as stated above)
- Interests arising from relationships with members of Newton Rigg Ltd staff (including spouses, partners and close relatives)

If a trustee is not sure whether something constitutes a conflict of interest, or needs to be declared, they should err on the side of caution and declare it.

As a general rule, trustees must declare anything that could affect their ability to act impartially and influence their decisions.

## **Examples of Interests That Should Be Declared**

- A trustee also sits on the board of another business or trust.
- A teacher of a trustees' child is subject to a disciplinary hearing.
- A trustee has personal knowledge or a connection with a student or their family whose case is being considered by Newton Rigg Ltd e.g. for a panel hearing.
- A Manager and any trustees who are staff members must declare an interest in relation to matters of their own pay and appraisal and must not participate in discussions or decisions about these.
- Apart from the Business Manager, any trustees who are staff members must also declare an interest in relation to matters of the pay and appraisal of any other staff member and must not participate in discussions or decisions about these.

## **What Trustees Do Not Need to Declare**

Trustees do not need to declare:

- Business interests that are no longer current
- Manager or Staff trustee employment at Newton Rigg Ltd – this is obvious by virtue of their position.

## **Register of Interest Declaration Forms**

Newton Rigg Ltd requires each trustee to complete a declaration of interests form at the beginning of each academic year (see Appendix A).

New trustees will also be asked to complete a declaration of interests form if they join after the start of the academic year.

The Business Manager needs detailed information about each trustee's interest to make sure they can monitor conflicts of interest during meetings.

The Business Manager and the Chair should hold this information securely.

## **Declaration of Interest Register (Published on Newton Rigg Limited's Website)**

The Business Manager will transfer the information given in the declaration onto a master Register of Interests Form which will be published (in a readily accessible format) on the Newton Rigg Limited website. This will include information for each current trustee/associate member and those which have served at any point over the past 12 months.

The full details, e.g. name of a company and/or a person does not have to be recorded on the group register as long as it's clear to the public that there's an interest or relationship.

## **Declaring Conflicts of interest in Relation to Trustee Meeting Agenda Items and Taking Action**

Trustees must review trustee meeting agendas and advise the Chair and the Business Manager as soon as possible if they have a conflict of interest related to any item on the agenda. Each meeting agenda must include a standing item to allow declarations to be made in relation to that meeting.

If a conflict becomes apparent during a meeting, and a trustee did not declare these prior to or at the beginning of the meeting, they must declare these immediately.

The trustees as a whole will need to decide whether the trustee is still able to fully participate in the meeting and any decisions taken or needs to withdraw from the meeting, remain in the meeting but not contribute to the discussion and/or refrain from voting on a decision.

The trustees must:

- Always make their decision in the best interests of Newton Rigg Ltd and be able to demonstrate this.
- Act to protect Newton Rigg Limited's reputation.
- Consider the impression that their actions and decisions may have on those outside of Newton Rigg Ltd
- Consider the level of risk related to the decision in question, and the risk that the conflict will affect the individual's ability to be impartial, or to act only in the best interests of Newton Rigg Ltd
- Be aware that the presence of a conflicted trustee (even if they cannot participate in the decision or discussion) may inhibit free and open dialogue and may affect the decision in some way.

Details of **any** conflicts declared, and relevant actions taken, will be recorded in the minutes.

### **Serious Conflicts of Interest**

A serious conflict of interest includes situations where the conflict:

- Is so acute or extensive that the individual isn't able to make their decisions in the best interests of Newton Rigg Ltd or could be seen to be unable to do so.
- Is present in significant or high-risk decisions.
- Means that effective decision-making is regularly undermined or cannot be managed in accordance with the required or best trustees may also choose not to appoint a particular trustee, consider disciplinary procedures.

## **Failure to Declare a Conflict of Interest**

Failure to declare a conflict of interest is a breach of the body's Code of Conduct.

If Newton Rigg Ltd becomes aware that a trustee hasn't declared a relevant conflict of interest, it will immediately seek to establish the details and update the register of interests to ensure the record is complete and accurate.

Depending on the nature of the omission, the body may also:

- Vote to suspend the trustee.
- Vote to remove the trustee from office\*
- Follow any relevant disciplinary procedures.

If a trustee is aware of another trustee's undeclared interest, they should alert the chair and the business manager immediately.

\*Newton Rigg Ltd would need to follow the correct procedure for the removal of a trustee, as detailed in the Articles of Association of Newton Rigg Limited.

## **Policy/Guidance Document for Registers of Interest**

It is not statutory but is good practice for Newton Rigg Ltd to have a Register of Interests Policy or Guidance document which is made available to the trustees when they are asked to declare their interests annually.

The guidance should set out clearly the reasons why trustees are asked to supply information on any conflicts of interest and that they understand their responsibility to do so.

The policy/guidance should also set out Newton Rigg Limited's procedures for managing any conflicts of interest should they arise.