

Trustee Conflict of Interest Policy

1. Introduction

- 1.1 Trustees of Roehampton Students' Union are both charity trustees and directors of the company. They have legal obligations under charity law (including the Charities Act 2011), company law (including the Companies Act 2006), and our Articles of Association to act in the best interests of RSU and to avoid situations where there is or may be a conflict of interest or conflict of duties.
- 1.2 This policy sets out how RSU identifies, declares, and manages conflicts of interest to protect both the organisation and the individuals involved from any appearance of impropriety.
- 1.3 This policy reflects the conflicts of interest provisions in Article 19 of RSU's Articles of Association, which trustees are required to follow. Where this policy and the Articles conflict, the Articles take precedence.

2. Purpose

- 2.1 The purpose of this policy is to:
 - Set out the circumstances in which a conflict of interest or conflict of duties may arise.
 - Explain the framework for how RSU classifies and manages conflicts.
 - Ensure trustees understand their obligations to declare interests and act accordingly.
 - Protect RSU's reputation and the integrity of its decision-making.

3. Scope

- 3.1 This policy applies to all trustees of RSU. It also applies to Board Advisors, Board Observers, and senior staff where they are involved in Board decision-making or have access to confidential Board information.
- 3.2 Sabbatical Officers hold a particularly complex position: they are simultaneously trustees, directors, employees, and elected student representatives. This policy recognises that complexity. Sabbatical Officers must be especially alert to situations where their role as an employee or elected representative may conflict with their duties as a trustee or director, and must manage those situations in accordance with this policy and RSU's Articles of Association.

4. What is a conflict of interest?

- 4.1 A conflict of interest arises where a trustee's personal interests, loyalties, or duties to another body could, or could appear to, prevent them from acting solely in the best interests of RSU. Conflicts may be:
 - Financial: Where the trustee or a person connected to them stands to gain or lose financially from a decision.

- Personal: Where personal relationships, loyalties, or commitments could influence a trustee's judgement.
- Arising from another role: Where duties owed to another organisation, employer, or body conflict with duties owed to RSU.

4.2 A conflict does not need to be actual to require declaration. A perceived or potential conflict is sufficient. If in doubt, declare.

5. The two-stage framework

5.1 Article 19 of RSU's Articles of Association establishes a two-stage framework for managing trustee conflicts. Every situation involving a potential conflict must first be classified as either a No Conflict Situation or a Potential Conflict Situation. The trustee's rights to participate, be counted in the quorum, and vote then depend on that classification.

5.2 No conflict situation

5.3 A situation is a No Conflict Situation where it could not reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of RSU. A trustee in a No Conflict Situation:

- May participate fully in the relevant discussion and decision-making process;
- Is counted in the quorum; and
- May vote on the matter.

5.4 Potential conflict situation

5.5 A situation is a Potential Conflict Situation where it could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of RSU. A trustee in a Potential Conflict Situation may still participate in the discussion and decision, be counted in the quorum, and vote unless one of the following applies:

- A majority of the other trustees taking part in the relevant decision decide otherwise; or
- The decision could result in the trustee or a person connected to them receiving a benefit (subject to the exceptions in section 6 below).

5.6 Where either of those conditions applies, Article 19.5 comes into effect. The trustee must:

- Take part in the decision-making process only to the extent the other trustees consider necessary to inform the debate;
- Not be counted in the quorum for that part of the meeting; and
- Withdraw during the vote and have no vote on the matter.

5.7 Any uncertainty about whether a situation is a No Conflict Situation or a Potential Conflict Situation shall be decided by a majority of the other trustees taking part in the relevant decision.

6. Exceptions that do not trigger withdrawal

6.1 Not every personal benefit to a trustee requires withdrawal under Article 19.5. The following categories of benefit are expressly excluded from the rule and do not by themselves require a trustee to withdraw from discussion or vote:

- Benefits received in the trustee's capacity as a beneficiary of RSU that are available generally to all of RSU's beneficiaries (for example, using RSU's student services on normal terms);
- Benefits from participating in RSU's normal trading and fundraising activities on the same terms as members of the public, or receiving goods and services from RSU on reasonable and proper terms;
- Payment of premiums in respect of RSU's trustee indemnity insurance;
- Payments under RSU's indemnity provisions;
- Approval of trustee expenses policies or reimbursement of expenses properly incurred; and
- Any benefit authorised by the court or the Charity Commission.

6.2 These exceptions are particularly relevant to Sabbatical Officers and Student Trustees, who may also be beneficiaries of RSU. The trustee should still declare any relevant interest even where an exception applies.

7. Declaration of interests

7.1 All trustees, Board Advisors, Board Observers, and senior staff are required to declare their interests on appointment and to keep their declaration up to date throughout their term. Declarations must be made using RSU's Trustee Declarations Form, which is completed on appointment, and updated:

- At least annually, in advance of the first Board meeting of each academic year;
- Whenever a new interest arises or a previously declared interest materially changes; and
- At the start of any Board or committee meeting where a relevant interest exists in relation to business on the agenda.

7.2 If you are unsure whether an interest requires declaration, err on the side of caution and declare. Confidential guidance is available from the Chief Executive.

7.3 All declared interests will be recorded on RSU's Register of Interests, which is maintained by the Chief Executive. The register is accessible to trustees and senior staff. Where a trustee fails to declare an interest known to the Chief Executive or the Chair, the Chief Executive or Chair will declare that interest at the relevant meeting.

8. What to do when a conflict arises

8.1 If you believe you have a real, potential, or perceived conflict of interest in relation to any matter before the Board or a committee:

- Declare the interest at the earliest opportunity, ideally at the start of the relevant meeting, or as soon as the conflict becomes apparent.
- The Chair will determine, with the other trustees, whether the situation is a No Conflict Situation or a Potential Conflict Situation, and whether Article 19.5 applies.
- If Article 19.5 applies, you may be invited to remain briefly to provide information to the Board before withdrawing. The extent of any participation will be determined by the other trustees.
- You will withdraw from the meeting during the vote and will not be counted in the quorum for that part of the meeting.
- The Chief Executive will ensure that papers and minutes relating to the conflicted item are appropriately managed so that you receive sufficient general information

about RSU's activities without being given information that could place you in an untenable position.

- 8.2 If you are a user of RSU's services, or the carer of someone who uses RSU's services, you must not be involved in decisions that directly affect the service you or they receive. You should declare your interest and withdraw from discussion unless expressly invited to remain to provide information, in which case you may not influence the decision or vote on the matter.

9. Quorum where conflicts exist

- 9.1 RSU's Articles of Association (Article 17.2) set the quorum for Board meetings. Where one or more Sabbatical Officers or Student Trustees have a conflict of interest that means they cannot vote on a matter under discussion, the quorum of four trustees may be met without requiring those trustees to be included. The Chair should satisfy themselves that quorum is met before proceeding with any vote under a conflict situation.

10. Recording decisions made under a conflict

- 10.1 All decisions taken where a conflict of interest has been declared must be recorded in the minutes of the relevant meeting. The record will include:
- The nature and extent of the conflict declared;
 - Whether the situation was classified as a No Conflict Situation or a Potential Conflict Situation;
 - The names of any trustees who withdrew from discussion or voting;
 - An outline of the discussion; and
 - The actions taken to manage the conflict.
- 10.2 Where a trustee benefits from a decision, this will be reported in RSU's annual report and accounts in accordance with the Charities SORP. All payments or benefits in kind to trustees will be listed individually in the annual report and accounts. Where a member of staff is connected to a party involved in the supply of goods or services to RSU, this will be fully disclosed in the annual report and accounts.

11. Continuing duties after a conflict (Article 19.6)

- 11.1 Where a trustee has properly declared a conflict and complied with their obligations under the Articles, they have the following protections:
- They will not be in breach of their duties to RSU by withholding confidential information from RSU where disclosure would breach another duty or obligation of confidence owed by them to a third party.
 - They will not be accountable to RSU for any benefit expressly permitted under the Articles that they or a connected person derive from any matter or from any office, employment, or position.
- 11.2 These protections are particularly relevant to Sabbatical Officers, who may hold information in their capacity as elected representatives or employees that they are not able to share in their capacity as trustees.

12. Managing contracts

- 12.1 Where a trustee has a conflict of interest in relation to a contract or supplier arrangement, they must not be involved in managing or monitoring that contract. Monitoring arrangements

for such contracts will include provisions for independent review of performance, billing, and invoices. RSU will terminate any contract where the relationship is unsatisfactory and the conflict cannot be properly managed.

- 12.2 Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

13. Gifts and hospitality

- 13.1 Guidance on the giving and receiving of gifts and hospitality by trustees and employees, including applicable thresholds and approval requirements, is set out in RSU's Trustee Expenses Policy (for trustees) and Travel and Expenses Policy (for employees). Trustees and staff should refer to the relevant policy. Any gifts or hospitality received must also be declared on the Register of Interests in accordance with the thresholds in those policies.

14. Document information

Approved by	Board of Trustees
Approved date	29/09/2026
Review frequency	Every two years
Version	2.1
Further guidance	Charity Commission – Conflicts of interest: a guide for charity trustees (CC29)

15. Change log

Version	Date	Changes
1.0	September 2020	Original version.
2.0	September 2026	Full revision to reflect current Articles of Association (August 2026) and Bye-Laws.
2.1	October 2026	Updated to include reference to company law and addition of further guidance to document information table.