

## Royal Academy of Engineering Conflicts of Interest Policy

### 1. Why we have a policy.

- 1.1. Trustees have a legal obligation to act in the best interests of the Royal Academy of Engineering, and in accordance with the Royal Academy of Engineering governing document, and to avoid situations where there may be a potential conflict of interest.
- 1.2. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the Royal Academy of Engineering. Such conflicts may create problems; they can:
  - Inhibit free discussion
  - Result in decisions or actions that are not in the interests of the charity
  - Risk the impression that the charity has acted improperly
- 1.3. Typical examples of Conflicts of Interest include:
  - Approving the use of a Supplier that you have shares or professional interests.
  - Reviewing the recruitment application of a relative, friend or close colleague
  - Participating in the selection of a grant when you are affiliated with one of the applications or collaborated with one of the named applicants.
- 1.4. The aim of the policy is to protect both the organisation and the individuals involved from any actual or perceived impropriety.

### 2. The declaration of interests

- 2.1. Accordingly, we are asking Trustees, Directors, Heads of Service, and members of relevant committees and steering groups<sup>1</sup> to declare their interests, and any gifts or hospitality offered and received in connection with their role in the Royal Academy of Engineering. A declaration of interests' form is provided for this purpose, listing the types of interest you should declare
- 2.2. To be effective, the declaration of interests needs to be updated at least annually, and when any material changes occur
- 2.3. If you are unsure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Chief Operating Officer or the Chair of the Audit and Risk Committee for confidential guidance.
- 2.4. The register of interests shall be used to record all gifts of a value over £100 and hospitality over £100 received by the Trustees, staff, and members of relevant committees.
- 2.5. Interests and gifts will be recorded on the Academy's register of interests. The Executive Services will maintain the register of interests. The relevant secretary of the committee will be responsible for securely storing Declarations.

### 3. Data Protection

- 3.1. The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018 and the Academy's General Privacy Policy. Data will be processed only to act in the best interest of the charity. The information provided will not be used for any other purpose.

### 4. What to do if you face a conflict of interest

---

<sup>1</sup> Relevant committees and steering groups refers to all governance and operating committees, as well as any other decision-making group.

- 4.1. If you believe you have a perceived or real conflict of interest you should:
  - declare the interest at the earliest opportunity
  - withdraw from discussions and decisions relating to the conflict
- 4.2. The secretary should take special care to ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted for the person facing the conflict. A balance needs to be struck to ensure that there is transparency about conflicts of interest without disclosing sensitive information that could place an individual in an untenable position.
- 4.3. If you are a direct beneficiary of the Royal Academy of Engineering's activities services, or a close relative or carer of someone who uses the charity's services, you should not be involved in decisions that directly affect the activities from which you, or the person you are related to or care for, benefit. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion, unless expressly invited to remain in order to provide information. In this case you may not participate in, or influence, the decision, or any vote on the matter. You will not be counted in the quorum for that part of the meeting and must withdraw from the meeting during any vote on the conflicted item.
- 4.4. There are situations where you may participate in discussions from which you could indirectly benefit, for example where the benefits are universal to all users, or where your benefit is minimal. This action will be agreed by the chair and minuted accordingly.
- 4.5. If you fail to declare an interest that is known to the secretary and/or the chair of the Board/committee/steering group, the secretary or chair will declare that interest.

## **5. Decisions taken where a Trustee or a member of staff has an interest**

- 5.1. In the event of the Board/committee/steering group having to decide upon a question in which a Trustee, committee member or member of staff has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested Board/committee/steering group members may not vote on matters affecting their own interests.
- 5.2. All decisions under a conflict of interest will be recorded by the secretary and reported in the minutes of the meeting. The report will record:
  - the nature and extent of the conflict
  - an outline of the discussion
  - the actions taken to manage the conflict
- 5.3. Where a Trustee benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP.
- 5.4. All payments or benefits in kind to Trustees will be reported in the charity's accounts and annual report, with amounts for each Trustee listed for the year in question.
- 5.5. Where a member of the charity's Executive Leadership Team is connected to a party involved in the supply of a service or product to the charity, this information will be fully disclosed in the annual report and accounts.

## **6. Reviewing and Decision Making on Submissions for Funding, Recognition and Support**

- 6.1. The Academy makes decisions on a wide variety of applications for funding and support, and nominations for Fellowship and awards, using processes appropriate to the nature and number of applications/nominations under discussion. All such decisions are made under the delegated authority of the relevant operating or governance committee and are reported to it, typically by chairs of steering groups/panels responsible for each activity. Thus, the potential conflicts of interests of chairs of steering groups and members of operating and governance committees should be recorded and highlighted at the beginning of meetings<sup>2</sup>.

---

<sup>2</sup> Meeting is used here to cover any discussion where the decisions on applications/nominations for support are made, it may be a teleconference, online or similar discussion. Similarly "room" covers those able to hear the content of discussion by online systems, whether or not physically present.

- 6.2. The chair of the decision-making group should always be asked by staff supporting the meeting to review and confirm a formal record of the decisions made at the meeting, and in doing so invited to confirm that all conflicts of interest were appropriately handled and recorded. Staff authorising funding commitments should not make authorisations unless they are confident that such confirmation has been received.
- 6.3. Usually, any members of a decision-making group with a conflict of interest on a particular application/nomination will be asked to leave the room whilst that application is discussed. A deputy chair for the meeting should be identified to chair those discussions where the chair has left the room. Their absence should be recorded by Academy staff in the record of the meeting.
- 6.4. If it is agreed at the beginning of the meeting that is for some reason impractical for members to leave the discussion, then they can remain present but should remain silent during the discussion – where they are in an online system, then they should if possible also mute their audio from the main discussion so they do not hear what is said. In any meeting where conflicted parties have been allowed to remain in the room, the Chair should invite discussion of the appropriateness of handling of all interests from all participants at the conclusion of overall discussion and before finally confirming decisions.
- 6.5. Exceptionally, a conflicted individual may be allowed to both remain in the room and comment on an application by the Chair. This would normally happen where they are the only reviewer available to the Academy with insight on a particular activity (or where all possible informed reviewers have a similar conflict). For example, in international activities where the Academy has few links to a country where an activity will take place. It can also happen in cases where an application or nomination connects to confidential activity (for example for reasons of national security or commercial confidentiality) such that only a reviewer with a connection to a partner organisation or individual will have insight into the circumstances. In such exceptional cases, the chair of the decision group and supporting staff are responsible for making clear their conflict and its potential nature being explained and understood by all present before any input is made. Their conflict, input and its influence on the discussion and decision should be clearly recorded by Academy staff.
- 6.6. Many decision processes involve reviewing and commenting on individual applications/nominations, usually by Fellows but occasionally by others, which are then passed onto the decision meeting as expert advice. Such inputs to decisions should be independent, expert and objective, and perceived as such. Academy staff must take care to avoid requesting inputs from those with an identified conflict of interest. This will include anyone with an identifiable personal or organisational association with the application, and anyone with an identified personal association with any other application in direct competition for support. In asking for a review input, Academy staff should check with the individual, usually using a standard statement appropriate to the scheme that includes a link to this policy, asking them to decline the request citing 'potential conflict of interest' if they feel there to be a concern. Where a conflict is identified after a review is submitted that input should be excluded from the process and that exclusion documented.
- 6.7. Some processes involve review visits to gain particular insight into an activity. In general, a conflicted individual should not participate in such a visit, nor be allowed to comment on its findings. Likewise, a conflicted individual should not participate or attend any interviews, nor comment on their findings. Any exceptions should be approved in advance by the responsible Director and the rationale documented.
- 6.8. Academy staff may also have conflicts of interest on applications for support – for instance where they are related to, or personal friends with, an applicant. In this case they should make sure that the chair is aware of the conflict and that they are not the only member of staff in the room whilst an application that they have a conflict on is considered. Staff with a conflict should not be involved on selection of reviewers or inputs on that application.
- 6.9. Where for any reason a comment is entered into the discussion by a conflicted individual then this fact and mitigating actions taken by the decision group and supporting staff should be recorded, with approval from Chair and participants that they agreed conflicts were appropriately handled and recorded. Where necessary, then the Chair or an authorising staff member should

request that a process should be rerun in a way that removes the input of the conflicted individual from decision making.

- 6.10. In order to maintain staff awareness on handling conflicts of interest in these processes, a reminder should be issued to all staff involved in programme management ahead of the change of steering group members each AGM.
- 6.11. Where any doubt exists on a Conflict of Interest related to reviewing or decision making, the matter should be referred to Executive Director, Programmes or CEO.

## **7. Mentoring and Training Relationships**

- 7.1. Many Academy activities involve the provision of mentoring and/or training from Fellows and others. Conflicts of interest should also be considered in these relationships. All mentors must be given by staff arranging the mentor role a code of conduct appropriate to the particular role that specifies the circumstances that would be considered a conflict. For instance, where a recipient of mentoring is recruited to the mentor's organisation, or the mentor becomes an investor in the recipient's enterprise, then the mentoring relationship should end, and a new mentor sought.
- 7.2. In appointing and managing relationships with trainers and similar service providers, conflicts of interest should also be considered and reviewed. It is for instance, inappropriate for a trainer to promote their other commercial services to those that they are training.

## **8. The Academy's Public Policy work**

- 8.1. The Academy has a role providing advice and recommendations to government and other bodies on matters of public policy. Where Fellows or staff are involved in such work, they should consider whether organisations or individuals with whom they are connected might be perceived to benefit financially or otherwise from the recommendations of policy work they contribute to, and whether that benefit is sufficiently direct to constitute a conflict that should be declared in advance and managed.
- 8.2. Where the Academy receives support from businesses or individuals, that support should not influence, or be perceived to have influenced, the Academy's eventual policy recommendations or work stream priorities. In accepting funding for our policy work, it should be considered whether the nature of the funder's business could restrict the
- 8.3. Potential conflicts may be managed by transparency, or arrangements made to decouple funding from influence over or inputs into a particular project. For example, a funder or potential funder of the Academy's wider work might be able to input into a report on the basis of their relevant expertise, provided there is clarity and transparency about the nature of their contribution.
- 8.4. Where concern or doubt exists, the matter should be referred to the CEO.

## Version history

VERSION	AUTHOR	LEAD DIRECTOR	APPROVED BY	DESCRIPTION OF CHANGE	DATE OF APPROVAL
1	Sylvia Hampartumian	Chris Boyle	Chris Boyle	No changes to main principles.  Additional guidance in section 6 for meetings and visits related to reviewing applications	16/06/2023
2	Sylvia Hampartumian	Chris Boyle	Sylvia Hampartumian	Minor change  Typical examples of Conflicts of Interest include: <ul style="list-style-type: none"><li>• Approving the use of a Supplier that you have shares or professional interests.</li><li>• Reviewing the recruitment application of a family member.</li><li>• Participating in the selection of a grant when you are affiliated with one of the applications.</li></ul>	25/10/2023

## Declaration of interests' form (England and Wales)

I, <insert name>, an employee of the charity the Royal Academy of Engineering, have set out below my interests in accordance with the Academy's conflicts of interest policy.

Please give details of the interests that apply to yourself or a member of your immediate family, connected persons or some other close personal connection.

### List of categories

- 1 Current employment and any previous employment in which a financial interest continues to be held
- 2 Appointment (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals, etc.
- 3 Membership of any professional bodies, special interest groups or mutual support organisations.
- 4 Investments in unlisted companies, partnership, and other forms of business. Major shareholdings (greater than 5%) in public companies. Only interests where there is a potential conflict with the work of the Academy need be disclosed.
- 5 Gifts or hospitality offered from external bodies in connection with the Academy.
- 6 Any contractual relationship with the Academy, and
- 7 Any other interests or conflicts not already covered.

### List of interests

CATEGORY (PLEASE INSERT NUMBER)	DETAILS OF SPECIFIC INTEREST

To the best of my knowledge, the information provided above is complete and correct. I undertake to update the information provided as and when necessary, and to review the accuracy of the information on at least an annual basis. I give my consent for this information to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed:

Date: