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AA Conflict of Interest Policy

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1 Purpose and Scope

The policy aims to enable Council members and senior management to identify how their personal interests might conflict with or be perceived to conflict with decisions they are making for the AA and how to record them. The policy also sets out how conflicts of interest will be managed in order to ensure decisions are made objectively and in the best interest of the AA as a charity and higher education institution.

It is important that conflicts of interest are identified and managed in order to ensure decision making at the AA is well informed, objective and in the best interest of the AA. It is important to have such decision making whether it is within a Council meeting, or any time decisions are being made at the AA which commit the AA financially or legally or pose reputational risk or opportunities for the AA.

This policy applies to Council Members of the Architectural Association (Incorporated) who are trustees and directors of the charitable company. The policy also applies to senior management of the AA who regularly report to and advise the Council in their decision-making and have decision-making authority under the Scheme of Delegation.

It is not feasible to record all of AA staff member's conflicts of interest nor is there a legal obligation to do so. However, all staff will have a duty to declare conflicts of interest they are aware of when making operational decisions for the AA.

2 Definition

Conflicts of interest exist where the duties of a Council member or senior manager owed to the AA e.g. to act in the best interest of the AA, may conflict with their personal, financial, or other interests, or those of a close family member.

Council members and senior management are asked to declare their personal and financial interests, and those of their close family members e.g. partner, children, and siblings, in advance via a declaration of interest form. Financial interests will include employment, non-executive director roles and shareholdings. Other interests to be recorded will include professional memberships, and charity trustee roles elsewhere. The declaration of interest form enables the Company Secretary to keep a Register of Interests and enable them to foresee any potential conflicts in advance of decision making, and work with the President as chair of Council to manage those conflicts.

Council members, and all AA members of staff may find themselves with a conflict of interest arising from an item of business in a meeting, or during a decision-making process such as interviewing for new staff, or for a new service provider to the AA. It isn't possible to foresee all potential conflicts of interest, nor for all staff to declare their personal and financial interests in advance, but when conflicts do arise, or where a conflict might be perceived to arise, the Council member or AA staff member should notify the chair of the meeting, their line manager or Company Secretary depending on the situation in which the conflict arises.

Some examples of conflict of interest that could arise in the context of the AA are: -

- An individual Council member or their family, will benefit financially should the AA enter into a service contract with company X.
- A member of senior management has a child who will in the near future be able to benefit from a proposed change to the discount in tuition fees for staff member's children who study at the AA
- A Council member or senior management have a close friend applying for a role on Council, or role at the AA, and they are on the interview panel for the role.
- A senior manager receives gifts or hospitality from a service provider that is shortly up for tender, or is a potential service provider to the AA, and the senior manager will be on the decision-making panel.
- A Head of Programme wants to enter into a Memorandum of Understanding where there will be mutual obligations, with another School of Architecture where their partner works.

3 Declaring a Conflict of Interest

Council Members and senior management must declare their personal and financial interests outside of the AA – including those of their partner, children, and siblings on a declaration of interest form. Declarations should be updated at least annually and whenever changes occur.

If you are unsure what to declare on the declaration of interest form, you can seek confidential guidance from the Company Secretary. The information from the forms is collated into a register of interests of Council members and senior management which is held by the Company Secretary. The register details of the register can be shared with the President and School Director where a conflict is identified, and the register will be shared annually with the external auditors.

All Council, and Committee of Council meetings will begin with an opportunity to declare any conflicts of interest identified from the business on the agenda. Senior management are required to do the same at the beginning of any meeting in which operational decisions will be taken. The Chair of the meeting will decide how to proceed where a conflict is identified.

Gifts or hospitality received from a service provider (or similar), or a potential service provider to the AA should be declared to the Company Secretary as they are received or offered. The Company Secretary will record the gift or hospitality. If the gift or hospitality offered is considered excessive in the view of the Company Secretary, the Company Secretary will liaise with the President as to whether the gift has to be returned, or hospitality refused. See also section 3.8 of the Financial Framework. For staff members, the Company Secretary will liaise with the President and School Director.

4 Managing a Conflict of Interest

If you face a conflict of interest:

- Declare your interest at the earliest opportunity and withdraw from any subsequent discussion or decision-making, unless otherwise agreed by the Chair of the meeting;
- You may be allowed with the permission of the Chair to participate in discussions where you are able to add unbiased knowledge;
- Declare interests that might arise given the agenda for a meeting, even if they are recorded on the register;
- No-one with a conflict of interest will be permitted to vote on a matter in which they are conflicted;
- A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate;
- The Chair may decide to vote by ballot if the conflict is sensitive for the interested party, or for those voting.

All decisions relating to managing a conflict of interest will be recorded within the minutes for the relevant meeting, and where the conflict arises outside of a Council meeting or with relates to senior management or other staff members, the Company Secretary will record the following: -

- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.

5 Data Privacy

The personal data provided for the register will be processed in accordance with the Membership Fair Processing Notice, and Staff Fair Processing Notice, and the personal data provided for the register will only be used to ensure discussions and decisions taken on behalf of the AA are unbiased, and objective act. The personal data will not be shared with anyone other than the Company Secretary, President, and School Director, unless a conflict arises which has to be announced to the rest of Council, a Committee of Council, or a sub-set of senior management as decided by the School Director and Company Secretary.

The external auditors are permitted to review the register as part of their external audit work each year.

6 Raising a Concern

If any member of AA staff or Council member is concerned about a conflict of interest or perceived one, in respect of staff or Council members, then depending on who it relates to, they should:-

- Council member – raise concern with the Company Secretary and/or President;
- Staff member – raise concern with line manager (unless relates to them) and School Director;
- Member of senior management – raise concern with the School Director and Company Secretary;
- School Director or Company Secretary – raise concern with the President;
- President – raise concern with the Company Secretary and Vice-President;

Alternatively, a concern can be raised under the Whistleblowing Policy

7 Related Policies and Procedures

- Financial Framework and Scheme of Delegation (*link to be inserted*)
- [Anti-Bribery Policy.pdf](#)
- [Whistleblowing Policy.pdf](#)
- [AA Membership Fair Processing Notice.pdf](#)
- [Staff Fair Processing Notice.pdf](#)