

Declaration of Interest Policy

VERSION CONTROL	
Version	1
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Owner	Governance, Risk and Compliance Governance@rcsed.ac.uk
Points of Reference	<ul style="list-style-type: none"> - Good Medical Practice - UK Government Conflicts of interest: a guide for charity trustees - National Audit Office - Conflicts of interest guidance - The Chartered Governance Institute - Office of the Scottish Charity Regulator - Managing Conflicts of Interest in the NHS Guidance for staff and organisations, NHS England, 2017
Approving Committee(s)	Senior Leadership Team Professional Standards Committee Office Bearers Audit and Risk Committee
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DOCUMENT INFORMATION	
Title:	Declaration of Interests Policy
Purpose:	This policy will ensure that those who work for or work with the Royal College of Surgeons of Edinburgh ("RCSEd" or the "College") its Faculties or its subsidiaries understand the principles and rules for declaring and managing conflicts of interest, can apply those principles and rules effectively through the controls that are in place, and are protected from any appearance of impropriety and thereby safeguard their reputations and that of the College as a whole.
Target Audience:	<ul style="list-style-type: none"> - Trustees - Any individual who holds an appointed or elected non-Trustee role within the College, its Faculties, and its subsidiaries. - Anyone who participates in College, Faculty or subsidiary standing committees, or working groups, including lay members. - Any other individual who represents the College in any capacity, especially those who are engaged in an influencing or decision-making capacity, such as, but not limited to, Ambassadors, Accreditors, Assessors, Convenors and Examiners. - All College and Surgeons Quarter employees including temporary or casual workers.
Definitions:	<p>Connected Persons means¹</p> <ul style="list-style-type: none"> - spouses, civil partners and cohabitees of a charity Trustee, child, stepchild, parent, grandchild, grandparent, brother or sister of a charity Trustee (and a spouse of any such person). - an institution controlled by a charity Trustee or a person connected with them or two or more Trustees/connected persons when taken together. - a body corporate or company in which the charity Trustee or a person connected with them has a substantial interest, or - a Scottish partnership (business) in which the charity Trustee or, a person connected with them is a partner.
Superseded Documents:	
Related Documents: <i>(non-exhaustive list)</i>	Business Gifts, Anti-Corruption and Bribery Policy

DOCUMENT HISTORY					
Version	Reviewer	Author	Status	Change	Date
0.1	Governance, Risk and Compliance	LD	DRAFT		
	CEO Review	ME	DRAFT	-	
0.2	Head of Department review		APPROVED	-	
0.3	Honorary Secretary		APPROVED	-	
	SLT		APPROVED		
	OBs		APPROVED		
	Audit and Risk Committee		APPROVED		June 2024

¹ <https://www.oscr.org.uk/charities/guidance/glossary-of-terms>

1. SCOPE OF THE POLICY

1.1. Purpose of the Policy

This policy will ensure that those who work for or work with the Royal College of Surgeons of Edinburgh ("RCSEd" or the "College") its Faculties or its subsidiaries understand the principles and rules for declaring and managing conflicts of interest, can apply those principles and rules effectively through the controls that are in place, and are protected from any appearance of impropriety and thereby safeguard their reputations and that of the College as a whole.

A declaration of interest is the process whereby an individual can disclose all interests. It is through declaring such interests that an assessment can be made to determine if there are any actual or perceived conflicts of interest.

For the purposes of this policy, RCSEd defines a 'conflict of interest' as:

*"A set of circumstances by which a reasonable person would consider that an individual's ability to apply a fair judgement or act, in the context of acting on behalf of the College and fulfilling the College's charitable objectives is, or could be, impaired or influenced by a secondary interest."*²

Trustees have a duty to act, at all times, in the best interests of the College and in accordance with its governing documents. Trustees, generally, should not benefit from the charity and should not be influenced by their wider interests (whether financial or otherwise) when making decisions affecting the charity. Effective identification and management of conflicts of interest is a challenging but essential component of demonstrating the College values of professionalism and integrity.

College Regulation 42.3 states *"All members shall declare any interest, actual or potential, which could give rise to a conflict with his/her duty to act solely in the interest of the College (including but not limited to any personal financial interest). An interest of a person connected to a member by virtue of section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 shall be deemed to be an interest of the member."*³

However, the effective recognition and management of conflicts of interest is not only relevant to Trustees and members: everyone who holds a position of responsibility within the College must act in its best interests.

The policy aims to protect the College, its Faculties and its subsidiaries from any appearance of impropriety by:

- setting a consistent principle and rule that applies regardless of role;
- providing guidance on how to identify, declare and manage interests – individuals may not see a potential conflict. However, caution is always advisable because others may see it differently; and
- supporting the use of good judgement - it is common for the *perception* of a conflict alone to cause sufficient concern and require that action be taken. The perception of a conflict may inadvertently cause reputational damage and or undermine confidence in the integrity and decision-making of the College.

² Defined using a definition from the National Audit Office - [Conflicts of interest \(nao.org.uk\)](https://www.nao.org.uk/conflicts-of-interest/)

³ <https://www.legislation.gov.uk/asp/2005/10/section/68>

2. What is covered by the Policy

This policy acknowledges that conflicts of interest within charities, and in particular membership organisations, such as medical colleges can be common and are not always avoidable as such organisations rely heavily on volunteers to deliver vital work, whilst they balance other commitments as practising clinicians, members of other bodies, and or professionals within other industries.

This policy also recognises that the declaration of interest or the existence of an actual, perceived, or potential conflict of interest does not necessarily imply improper conduct but may simply arise when an individual's personal or family interests and/or loyalties conflict with those of the College.

In these situations, appropriate action **must** be taken to prevent such conflicts from interfering with the ability to make decisions that are in the best interests of the College.

Such conflicts may create problems that:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of the College; or
- risk creating the impression or perception that the College has acted improperly.

3. Who is covered by the Policy

- Trustees
- Any individual who holds an appointed or elected non-Trustee role within the College, its Faculties, its subsidiaries, or its standing committees, or working groups, such as, but not limited to Council, Board/Committee Members, Convenors, and Faculty Leads.
- Any other individual who represents the RCSEd in any capacity, especially those who are engaged in an influencing or decision-making capacity within the College, such as, but not limited to, Ambassadors, Accreditors, Assessors and Examiners.
- All College and Surgeons Quarter employees including temporary or casual workers.

Herein, referred to as: “**College Representatives**”.

Managers of the College must ensure that this policy is brought to the attention of any College Representatives operating in their area or involved in committees or groups they have managerial responsibility for.

All College Representatives must comply with the terms of this policy.

4. Who is responsible for the Policy

The **Trustee Board (The Board)** sponsors and encourages an appropriate culture that emphasises the importance of the effective management of conflicts of interest and where individuals feel supported in declaring actual or suspected breaches of the policy. The Board, through a **Vice President**, or a suitable person appointed by the Board, has accountability for ensuring the policy is regularly reviewed, with revisions brought to the Board for approval. An annual report shall be provided to the Board and the Audit and Risk Committee as delegated on the effectiveness of the policy and any serious breaches of this policy.

The President, as the Chair of the Board, has overall responsibility for ensuring that the policy is adhered to and provides final rulings on the interpretation of the policy.

The **CEO**, under delegated authority from the Board, is responsible for monitoring compliance with the policy and the effectiveness of the associated internal control processes and procedures, including providing assurance. This includes checking from time to time the Register of Interests for any College Representatives with significant budgetary or decision-making responsibility.

Supported by the **Head of Governance, Risk and Compliance** they will:

- on a case-by-case basis, provide guidance and, where necessary, determine whether and how the policy and regulations set out in this document are to be interpreted/applied;
- ensure that an accessible Register of Interests is maintained;
- address instances of non-compliance; and
- recommend to the President the initiation of any action required in cases where non-compliance is suspected or alleged and recommend actions to be taken in response to a serious contravention of this policy.

5. POLICY STATEMENT

5.1. College Representatives must:

- use their professional judgement to identify, mitigate and manage conflicts of interests;
- declare all interests by completing and returning the provided declaration of interests form within 28 days of receipt and updating this promptly when requested to do so;
- proactively declare any changes or any new interests, as soon as these arise but no later than within 28 days (e.g., when commencing a new paid or voluntary role or activity, when taking on new responsibilities, at the beginning of a newly commissioned project). This includes before their election or appointment to a College role. If they are unsure about whether a particular situation amounts to a conflict of interest, they must seek advice;
- declare all relevant interests, preferably at the commencement of meetings, confirming which agenda item the interest is relevant to, and in all circumstances, before any discussions or decisions are undertaken in relation to the matter;
- where a conflict of interest is identified, be prepared to exclude themselves from decision making, if necessary; and
- in conjunction with, the *Business Gifts, Anti-Corruption and Bribery Policy* declare any benefits, gifts, or external hospitality offered and received in connection or through their association with the College.

5.2. Types of Conflicts of Interest

Declarations of interest normally fall into the following categories:

Direct or Indirect Financial interests: Where a College Representative may financially, either directly or indirectly through a connected person⁴, now or in the future, benefit from the consequences of a decision, they are involved in making.

Non-financial professional and personal interests: Where a College Representative may benefit professionally or personally, now or in the future, from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional relationships.

Indirect interests: Where a College Representative has a close association with another individual who has a financial interest, or a non-financial professional/personal interest and could stand to benefit from a decision they are involved in making.

5.3. Common situations that could give rise to Conflicts of Interest

It is impossible to list every situation which may result in a conflict, but common situations might include:

- Holding a position of authority in another organisation (commercial, charity, professional or otherwise) which could be seen to influence decisions taken in their role.
- Sponsorship by or remuneration from organisations associated with the College or relevant to the business of the College for services such as payment for publications, offers of travel and accommodation (including domestic travel) or acting as speaker or member of Faculty at an external course or event. This might include advisory positions and honorariums within such organisations.
- Approving business cases including the appointment of professional advisors or the award of commercial contracts in which the decision-maker has a personal or financial interest.
- Using an appointed College role to shape policy or a decision with a view to opening opportunities for future benefit or drawing on knowledge or stature derived from a College role to profit financially e.g., offering private courses.
- Membership of an external committee or body whose work may relate to that of the College.
- Employment or shareholdings, or other ownership issues with publicly listed, private or not-for-profit company, business, partnership, or consultancy firms which are doing or might be expected to do business with the College or that could have a bearing on objectivity.
- Having influence over conditions of College employment for connected persons.
- Employment or unpaid roles with College partners, or a position in another organisation or commercial, charity, voluntary, professional, statutory, or other body which could be seen to influence decisions taken in their role.
- Accepting hospitality or gifts before or during a procurement exercise.

This list is not exhaustive.

⁴ Indirect conflicts of interest involve the persons family or 'connected persons.'

6. IMPLEMENTATION

6.1. Record Keeping

A central Register of Interests will be maintained on behalf of the Board of Trustees and the CEO.

6.2. Failure to Declare

There will be situations when interests will not be identified, declared, or managed appropriately and effectively. This may happen accidentally, or because of the deliberate actions of a College Representative. For the purposes of this policy, these situations are referred to as 'Breaches'.

Individuals are encouraged to speak up about actual or suspected breaches of this policy. Every individual has a responsibility to do this. Concerns with conflicts of interest (perceived or actual) can be referred, in confidence, to a Vice President, the CEO or the Head of GR&C.

Each reported breach will be investigated according to its own specific facts and merits and relevant parties shall be allowed to explain and clarify what they believe to be relevant or mitigating circumstances (see Procedure on Investigating Concerns). On the rare occasions where interests are not declared or managed appropriately, because of what the College, through its investigation, believes to be the deliberate actions of College Representatives, the College may consider referral under the appropriate disciplinary policy and reserves the right to take such action as it deems appropriate.

6.3. Data Protection

Personal Data will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed in relation to the monitoring and managing declaration of interests and probity. The information provided will not be used for any other purpose. The information will be held for the term of employment/association with the College and for a period of seven years following the termination of that relationship.

6.4. Monitoring and Evaluation

The College will verify compliance with this policy through various methods, including but not limited to business system reports, internal and external audits, and general periodic checks.

7. Additional Guidance for College Representatives

7.1. Annual (as necessary) Reporting

- Before accepting any College appointment, you must use the appropriate form to declare any interests.
- The declaration of any changes or new interests must be made to the relevant department, Faculty or committee administration at the earliest opportunity but no later than 28 days of the change coming into effect. If you are unsure who to contact email governance@rcsed.ac.uk
- You will be asked to declare, on at least an annual basis, any changes.
- In some situations, simply disclosing and recording the interest may be the only necessary action, but sometimes further action will be required.

7.2. What to do if you identify a conflict of interest?

If you are in doubt about whether there may have a conflict of interest, act as though there is. It might be helpful to consider whether a reasonable third party would be likely to consider that the objectivity of your views or conduct might be affected or influenced by that interest.

7.3. Meetings

- At the start of every board, committee, or working party meeting as a matter of routine the Chair must ask participants to declare any interests relevant to the business on the agenda.
- If you realise that there may be a conflict only when an item starts to be discussed, you should declare it at that point.
- If an interest has been declared, the Chair will politely request that you recuse yourself from the meeting for the duration of the declared item. Although, in some cases, participation in discussions where the benefits are universal to all users, or where the benefit is minimal discussion may continue at the discretion of the Chair, using their professional judgement. Should you refuse such a polite request, this will be escalated to the CEO or the President.
- 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.
- If during a meeting, there is a failure to declare a known interest, the meeting Chair is required to politely remind the person of their interest and invite them to make a retrospective declaration to the meeting. If the person refuses to retrospectively disclose or the Chair, using their professional judgment, decides the failure to disclose is significant enough to merit the escalation, they should first report it to an appropriate Head of Department.
- When a failure to declare an interest occurs outside of a meeting accidentally or innocently the College Representative must immediately inform the relevant Head of Department.
- The action taken must be recorded by Chair and the following noted within the minutes of the meeting:
 - the nature and extent of the conflict;
 - an outline of the discussion; and
 - the actions taken to manage the conflict.

Through the administration of the meeting, specific care and attention should be shown to ensure that minutes or other documents relating to the item presenting a conflict are appropriately redacted. A balance needs to be made to ensure that the person still receives sufficient information about the activities generally without disclosing such sensitive information that could place the individual in an untenable position.

7.4. Investigating Concerns

The initial investigation will be undertaken by the CEO or their nominated deputy or by a Vice President, if it relates to the CEO. Confidence should be maintained for the duration of the investigation and the circumstances under investigation including the names of those involved should remain confidential as far as possible.

Following the investigation, the RCSEd will:

- decide if there has been or there is potential for a breach and if so what the severity of the breach is;
- assess whether further action is required in response;
- consider who else should be made aware; and
- take appropriate action.

7.5. Actions and Sanctions

Each case will be different and context-specific, and the nature of the action taken will depend on several factors which may include the magnitude of the conflict and the possible perception of the conflict by others. The College will always clarify the circumstances and issues with the individuals involved.

If a conflict is expected, a decision will then be taken on the appropriate measures that could include:

- referring decision-making on certain matters to others.
- standing aside from any involvement in a particular project or area of work. In significant cases, this might include removing the person from their role altogether if they are unable to operate effectively in it because of the conflict.

A written audit trail of information considered, and actions taken, must be maintained. This should include the nature of the conflict, who was affected and how the decision was taken in the best interests of the charity.

Individual sanctions should not be implemented until the circumstances surrounding breaches have been properly investigated. However, if such investigations establish wrongdoing or fault then the College can consider the range of possible sanctions that are available, in a manner which is proportionate to the breach. Normally this might include:

- strengthening of existing policy, process, and procedures.
- informal action such as reprimand or signposting to training and/or guidance.

In the most serious of cases, especially where the conflict may have triggered other action that contravenes other College policies, or the law such as bribery, or corruption practices the College may consider:

- Escalation under the appropriate College disciplinary processes.
- Employment/contractual action
- Escalation to external parties. This might include referral of matters to external auditors, a statutory regulator, or the Office of the Charity Regulator (OSCR).
- Legal or contractual action, such as investigation under, the Bribery Act 2010 or any applicable legislation relating to corruption, employment, contractual for fraud.

Who	How	Who checks*	Retention Period
Trustee Board / Council	Return of the Declarations of Interest Form managed by the Governance, Risk and Compliance department.	The Chief Executive Officer.	7 years after vacating office.
President	Return of the Declarations of Interest Form managed by the Governance, Risk and Compliance department.	A Vice President or the Chief Executive Officer.	7 years after vacating office.
Dental Council/Faculty Executive Boards/ Faculty Chair/ Faculty Directors/ Faculty Leads/ Faculty Advisory Boards	Return of the Declarations of Interest Form managed by the by the Governance, Risk and Compliance department and shared with the Head of Faculties.	A Vice President, on behalf of Council or the Chief Executive Officer	7 years after vacating office.
Chief Executive Officer	Return of the Declarations of Interest Form managed by the Governance, Risk and Compliance department.	A Vice President	7 years after their employment ends.
Senior Leadership Team	Return of the Declarations of Interest Form managed by the Governance, Risk and Compliance department.	The Chief Executive Officer	7 years after their employment ends.
All other Committee/Board Members	Return of the Declarations of Interest Form managed by the committee/department making the appointment.	Heads of Department escalated to the College SLT lead as required.	7 years after their term of appointment ends.
Examiners/Course Faculty/Assessors/Accreditors	Return of the Declarations of Interest Form managed by department making the appointment.	Heads of Department escalated to the College SLT lead as required.	7 years after their term of appointment ends.

* Prior to their appointment they should be checked by the person listed. The person listed as responsible for checking is then supported by the relevant Head of Department and SLT lead to continue to monitor any changes and escalate any areas of concern as required.