Board Conflicts of Interest Policy and Declaration

LCCA Governance

London College of Contemporary Arts

ID: GIC-015

Contents

Section 1: Purpose

1.1 This policy outlines the framework for identifying, disclosing, and managing conflicts of interest for directors, in compliance with the Companies Act 2006 ("CA 2006"). It applies to all directors, including executive, non-executive and independent directors. It is designed to assist individual directors and officers of LCCA to identify personal interests they may have outside the Company which may conflict with the interests of the Company. The board of directors of LCCA (the "**Board**") will need to be made aware of such interests and in some cases the interests may need to be authorised by the Board. The interests will be included in the Company's register of directors' interests ("**Conflicts Register**"). An interest may be direct or indirect and the conflict may be actual or potential, or it may be a perceived or apparent conflict.

> *Please note: Whilst members of the Board's Committees ("Committee Members") may not necessarily be directors of the Company, this policy applies to them as if they were, and where "director" is used in this policy that term includes Committee Members.*

1.2 The following preliminary points will help you consider whether you may have a conflict of interest. If you have any queries, please get in touch with the Group General Counsel ("the Legal Counsel") who will be able to help and advise. You will be required on an annual basis to update your declared interests by the completion of the Declaration Form set out in Appendix A, to update them where necessary and generally to ensure full compliance with this policy and relevant law and regulation.

Section 2: Identifying Conflicts of Interest

2.1 There is no statutory definition of a "conflict of interest". A useful test is to regard an "interest" as a very broad term that includes any connection or thing which could potentially divert your mind from giving sole consideration to promoting the success of the Company. It includes a conflict of loyalties where divided or competing allegiances could impact on the exercise of independent judgement.

2.2 CA 2006 imposes two duties on directors of a UK company in respect of conflicts of interest:

2.3 a duty to avoid a situational conflict which might arise from some other position or interest the director holds outside the Company (a "situational conflict"); and

2.4 a duty to declare an interest a director may have in a transaction or arrangement to which the Company is a party, such as a supplier or customer contract (a "transactional conflict" or "third party benefit").

2.5 These duties are broadly phrased and have wide application. They may catch situations and transactions that pose no real conflict with the Company's interests and hardly seem worth bothering with. Indeed, the legislation itself excludes interests which cannot reasonably be regarded as likely to give rise to a conflict of interest. There is, however, a risk that what may at the time appear not to be material and unlikely to create a conflict can, at a later date, with the benefit of hindsight and when circumstances have changed, appear to be material and raise questions as to why it was not disclosed earlier at the time it was first known about.

2.6 It is sensible, therefore, for a director to disclose all interests that could conceivably give rise to a conflict with the interests of the Company, whether that conflict arises at the time the interest was first known about or at a later date. As a first step, you might discuss such a disclosure with the Legal Counsel and seek their advice. **The best rule is always: if in doubt, disclose.**

2.7 A "conflict of duties" may arise even within the same group of companies where a director sits on the board of more than one group company. Although the interests of group companies may be completely aligned most of the time, their interests may occasionally differ. Where that happens, a potential conflict of directors' duties may also arise. For the purposes of this policy, a "conflict of interest" includes a "conflict of duties".

2.8 Perception is also an important consideration. A perceived conflict can be as corrosive of a director's integrity and of a company's good governance as an actual conflict. In addition to actual and potential conflicts of interest, the rules that follow should be taken as applying to a perceived conflict – that is, where a set of circumstances appears to give rise to a conflict even though no conflict may in fact exist. A director should not put themselves in a position where they are or may be perceived to have a conflict, whether that conflict exists or not.

2.9 A conflict of interest may be authorised by the Company in accordance with the Company's Articles of Association ("**Articles**") (and in accordance with Section 175(5)(b) CA 2006). Pursuant to the Articles, the director may attend, count in the quorum, and vote at a meeting of the Board or relevant committee at which the matter in respect of which the conflict is being considered, if i) an ordinary resolution is passed by the Company to authorise this in accordance with the Articles; ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or iii) the director's conflict of interest arises from a permitted cause as defined in the Articles. However, any director having such a conflict of interest must not vote or count in the quorum in respect of any resolution of the Board authorising their conflict of interest. This paragraph shall not apply where a conflict of interest arises in relation to any franchise arrangement.

Section 3: Examples of Conflicts of Interest

The following table illustrates common types of conflict scenarios and how they may arise:

Scenario	Conflict Type	Explanation
A director is also a board member of a competitor.	Situational	Divided loyalty and access to sensitive information.
A director's spouse owns a company bidding for a contract.	Transactional	Personal benefit from a company transaction.
A director is offered hospitality by a supplier during a tender process.	Third-party benefit	May influence impartiality.
A director has a financial interest in a joint venture partner.	Situational	Potential for decisions to favour the partner.
A director is asked to approve a loan to a company where they are a shareholder.	Transactional	Direct financial interest in the outcome.

A director sits on the board of a charity that receives funding from the company.	Situational	May influence funding decisions.

3.1 All declarations of conflicts of interest and any authorisations of such conflicts (which may be with or without conditions) shall be recorded by the Company in its board minutes. The Legal Counsel will also maintain a register of interests of the directors and Committee Members ("**Register of Interests**").

3.2 If a conflict of interest is not authorised by the Board, then the director who has declared the interest must not count in the quorum, participate in the discussion, or vote on the matter under consideration. The Board may not authorise a conflict of interest in relation to any franchise arrangement.

Section 4: Connected persons

4.1 Interests that need to be declared under this policy include indirect as well as direct interests, so a director's interests are deemed to include those of their connected persons, such as close family or another company in which the director has an interest. You should make reasonable enquiries of those people when considering whether there are any interests that you should declare. For these purposes, the Company defines "**connected persons**" as including the following:

4.2 an immediate family member, meaning your spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in your or such person's home. The reference to marriage is intended to capture "in-law" and "step" relationships as they relate to parents, children and siblings such as mothers and fathers-in-law, stepmothers and stepfathers, sons and daughters-in-law, stepsons and stepdaughters, brothers and sisters-in-law and stepbrothers and stepsisters. The term "family member" also includes any family member, regardless of remoteness of relationship, who you are in a position to control or significantly influence (such as through significant financial support) or who is in a position to control or otherwise significantly influence you.

4.3 a civil partner and anyone else (of any sex) with whom you live as a partner.

4.4 a body corporate or other legal entity where you, alone or with connected persons:

4.4.1 have an interest in at least 20% of the shares of the body corporate (by nominal value), or
4.4.2 are entitled to exercise or control more than 20% of the voting power; or
4.4.3 are on the board of directors or board of management (whatever called).

4.5 a trustee of a trust of which you (or your family member (as described above) or a connected body corporate) is a beneficiary (but excluding a trust for an employees' share scheme or pension scheme).

4.6 a partner of yours in an LLP or other partnership, and the partnership itself.

Section 5: Declaring a Conflict of Interest

5.1 You have a personal responsibility to declare, upon appointment, on an annual basis, and as situations arise, any interest that might reasonably be regarded as potentially giving rise to a conflict.

5.2 You should declare interests as follows:

5.2.1 in your declaration made on appointment and on an annual basis;
5.2.2 as soon as possible in writing as soon as there is a material change to any declaration made;
5.2.3 by giving notice before the meeting; and
5.2.4 by declaration to the meeting.
5.2.5 If you are aware that another director or Committee Member has an actual or potential conflict that has not been declared, you must notify the Chair of the meeting.

Section 6: Dealing with a Conflict of Interest

6.1 The first item on the agenda of each meeting of the Board and its committees will be a standing item with respect to the reporting of interests, with the following procedure applying:

6.1.1 Directors attending the meeting are to declare any conflicts of interest relating to the matters to be discussed at the meeting;
6.1.2 the Chair will inform the other directors and the Legal Counsel of any conflict of interest that has been declared by a director prior to the meeting that relates to the business to be discussed at the meeting; and
6.1.3 in advance of the next meeting of the Board, the Legal Counsel will update the Register of Interests with details of directors' and Committee Members' interests made since the last meeting.

6.2 The way in which conflicts are dealt with will depend on the nature and extent of the conflict. The Chair and the non-conflicted directors must therefore:

6.2.1 assess the nature and extent of the conflict;
6.2.2 assess the risk or threat to decision-making;
6.2.3 decide whether the conflict is serious; and
6.2.4 decide what steps to take to handle the conflict, taking all relevant factors into account, making decisions only in the best interests of LCCA, and seeking expert or legal advice as needed.

6.3 The conflicted director must not take part in any discussion or decision about the conflict and how to handle it and will not be counted in the quorum for that part of the meeting.

6.4 If the conflict is deemed serious, the conflicted director may be asked not to be present for the relevant item(s) of business and/or count in the quorum once the meeting begins to discuss the relevant item, unless Article 17(4) (described in paragraph 1.7 above) applies. The Chair of the meeting is responsible for determining where a serious conflict exists and how it should be managed/resolved.

6.5 The minutes of the relevant meeting must include a record of the nature and extent of the conflict, an outline of the discussion and actions taken to manage the conflict.

Section 7: Accessibility and Alternative Formats

7.1 If you need this policy in a different format, contact quality@lcca.ac.uk. We can normally provide large print / an accessible Word version / other agreed formats and will discuss anything else you need.

Section 8: Appendices

Appendix	Title
A	Declaration of Interests

Appendix A: Declaration of Interests

Forename(s)	
Surname	

Please detail any other directorships or charity trusteeships which you hold or details of any potential conflicts of interests that you may or a connected person or family member have, including any personal or professional links to LCCA.

Please also include details of:

→ any employment with, advisory role to, or provision of services to, any company or organisation;
→ any external body you or a connected person or family member are associated with which, so far as you are aware, has any of the following relationships with LCCA:

- Supplier;
- Customer;
- Competitor;
- Banker or other provider of finance;
- Agent; or
- Any other ongoing, but material relationship.

Company/Organisation	Role	Date of appointment
		Click to select a date.
		Click to select a date.
		Click to select a date.
		Click to select a date.
		Click to select a date.
		Click to select a date.

Conflicts of Interest Declaration

I understand that by submitting this declaration whether electronically or on paper, I declare that all the information on this declaration of interests is, to the best of my knowledge and belief, true and complete as at the date shown below.

I understand that any false statement may give cause for my appointment or proposed appointment as a director of LCCA to be terminated.

I also confirm that I have read and understood LCCA's Conflicts of Interest Policy and, since I last signed a declaration in this or a similar form (or since my appointment, if this is my first such declaration), I have complied with that Policy and disclosed to the Board all my interests and the interests of my connected persons as required by that Policy and by applicable law and regulation.

I confirm that I shall continue to disclose and update such interests as I become aware of any change.

Name	
Date	Click to select a date.
Signature	

Please return your completed declaration by e-mail to: lccapolicies@gus.global

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