

## SCHEDULES

### SCHEDULE 2

#### CONSTITUTION AND PROCEEDINGS OF BOARDS OF MANAGEMENT

##### *Conflict of interest*

- 14 (1) Subject to sub-paragraph (4) below, where, whether before or during any meeting of the board or any committee of theirs, any member of the board or of such committee becomes aware that he or any person connected with him has a material interest in or relating to any matter to be or being considered by the board or, as the case may be, the committee, he shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.
- (2) Notwithstanding sub-paragraph (1) above, where in relation to any member of the board or of a committee mentioned in sub-paragraph (3) below any matter referred to in that sub-paragraph is to be considered by any meeting of the board or any committee of theirs he shall, unless invited to remain by resolution of the other members of the board present, withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.
- (3) The members of the board mentioned in sub-paragraph (2) above in relation to particular matters are—
- (a) the principal of the college in relation to his terms and conditions of employment, his suspension or dismissal or any other disciplinary measure relating to him and the appointment of his successor;
  - (b) a member of the staff of the college in relation to his terms and conditions of employment, the terms and conditions of employment of any group of employees of the college to which he belongs, his promotion, suspension or dismissal or any other disciplinary measure relating to him; and
  - (c) a student of the college in relation to his academic performance, any disciplinary measures relating to him or the terms and conditions of employment, appointment, promotion, suspension or dismissal of or any other disciplinary measure relating to any employee of the college.
- (4) Subject to sub-paragraph (3) above, nothing in this paragraph shall require the principal or a member of staff or student to declare an interest or withdraw from consideration of any matter where his interest exists only by reason of his being the principal or, as the case may be, a member of staff or student.
- (5) Section 346(2) of the Companies Act 1985 (meaning of “connected person”) shall apply for the purpose of determining whether a person is connected with a member of the board or, as the case may be, a member of any committee of theirs as it applies for the purpose of determining whether a person is connected with a director of a company; and for such purpose references in that section to a director of a company shall be construed as if they were references to a member of the board or, as the case may be, member of such committee.