



# Procedure for the Maintenance of Register of Board Members' Interests

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## 1 Scope

This procedure defines the responsibilities for the preparation and maintenance of a Register of Board Members' Interests ('the Register'). It includes both financial and non-financial interests.

## 2 Responsibilities

**NDA Company Secretariat** is responsible for preparing and maintaining the Register.

**Board Members** are responsible for informing the NDA Company Secretariat of any interests for inclusion on the Register.

## 3 Definitions

**Board Members** means all NDA Board Members (both Non-Executive and Executive Members of the Board).

## 4 Content

### 4.1 Aim

The NDA is a Non-Departmental Public Body and is required to maintain a register of Board Members' interests. The Register is published on the NDA website.

Conflicts of interest may arise where an individual's private, personal or family interests' conflict with those of the NDA. Such conflicts may create problems, for example they can:

- inhibit free discussion
- result in decisions or actions that are not in the interests of the organisation
- risk the impression that the organisation has acted improperly

Failure to declare a potential conflict of interest could lead to the decisions made by the NDA being challenged and called into question. The aim of the procedure is to protect the NDA and Board members from any appearance of impropriety.



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## 4.2 The Declaration of Board Members Interests

All NDA Board Members (Non-Executive and Executive Members) are required, in accordance with their individual letters of appointment (Non-Executive Members), contract of employment (Executive Members) and the Code of Conduct for Board Members of Public Bodies issued by the Cabinet Office ('Code of Conduct')<sup>1</sup>, to declare any personal or business interests which may, or may be perceived to, influence their individual decisions and judgements in performing their role as Board members.

All Board Members are required to disclose any interests as soon as they arise and provide all relevant information necessary for consideration and management of the interest. The NDA requires NDA Board Members to declare interests using the form provided at Appendix 2.

Disclosure of an interest should be sent to the Company Secretariat in the first instance, unless the interest is deemed by the individual Board member to represent a significant conflict to a matter being addressed by the NDA at the time the conflict arises; in such cases Board Members are required to

- (i) inform the NDA Chair of the potential conflict in advance of any matter being discussed and/or decision made; and
- (ii) take such appropriate steps necessary to mitigate such conflict, in agreement with the NDA Chair, this may include withdrawing from any discussions and/or decision making arising from the conflict; and
- (iii) report to the Company Secretariat the conflict identified and the outcome of the discussion with the NDA Chair.

The Company Secretariat is required to escalate any disclosure which is deemed to have a direct conflict with the operations and business of the NDA to the Group Legal Counsel and Company Secretary for escalation to the NDA Chair for action should this be required.

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<sup>1</sup> Extract of the Code of Conduct for Board Members of Public Bodies issued by the Cabinet Office relating to conflicts of interest can be found at Appendix 1.



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Appendix A of the Declaration of Interests Form provides some guidance on what interests should be regarded as relevant and which should be included in the Register. It should be noted that NDA Board Members should always err on the side of caution when making a declaration and if unsure what to declare, or whether/when a declaration needs to be updated the NDA Board Member should contact a member of the Company Secretariat or the NDA Chair for guidance.

## 4.3 Register of Board Member Interests (the 'Register') and Reporting

The Register is maintained by the NDA Company Secretariat in the format outlined at Appendix 3.

On receipt of a disclosure the Company Secretariat will enter the details of the interest on the Register, together with any decisions on how any conflict would be mitigated.

Annually, prior to the publication of the NDA Annual Report and Accounts, the Company Secretariat shall seek an annual declaration from individual NDA Board Members that the register includes all conflicts declared.

The Audit & Risk Committee shall review the Register annually and report any concerns to the Board.

## 4.4 Data Protection & GDPR

The NDA is required to obtain declarations of Board Member Interests and publish a Register of Board Members' Interests as part of the NDA Publication Scheme under the Freedom of Information Act 2000.

# 5 Documentation

Document reference	Document type	Function owner	Paper (location) or electronic
<i>Register of Board Members Interests</i>	<i>Form</i>	<i>Legal</i>	<i>Livelink</i>



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## Appendix 1: Code of Conduct for Board Members of Public Bodies issued by the Cabinet Office

Extract relating to the disclosure of conflicts of interest:

1. When accepting an appointment to the public body an individual should consider if any conflicts of interest arise from any private interests or by virtue of any other roles held. The Individual should consider, with advice from the appointing department how these should best be managed and agree these with the organisation.
2. The individual must ensure that no conflict arises, or could reasonably be perceived to arise, between their public duties and their private interests, financial or otherwise.
3. The individual must comply with the rules of the body on handling conflicts of interests. As a minimum, these will require them to declare publicly, usually in the body's register of interests, any private financial or non-financial interests of their own, or of close family members, which may, or may be perceived to, conflict with your public duties.<sup>2</sup>
4. The rules will also require the Individual to remove themselves from the discussion or determination of matters in which they have a financial interest. In matters in which there is a non-financial interest, the Individual should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.<sup>3</sup>
5. It is the Individuals responsibility to ensure that they are familiar with the body's rules on handling

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<sup>2</sup> In general, all financial interests should be declared. When considering what non-financial interests should be declared, the individual should ask themselves whether a member of the public, acting reasonably, would consider that the interest in question might influence words, actions or decisions of the individual.

<sup>3</sup> These are common law provisions.



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conflicts of interests, that they are complied with and that the Individuals entry in the body's (NDA) public register of members' interests is accurate and up to date.



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## Appendix 2: Declaration of Interests Form

### NDA Board Members Declaration of Interests

- This form applies to **NDA Board Members**.
- All interest must be declared as soon as they arise.
- Appendix A sets out what constitutes an interest that needs to be declared.

Print name:

Role:

Please complete: **PART 1** if you have **nothing to declare**, or  
**PART 2** if you have **interests to declare**

### **PART 1** **Nothing to declare**

I have read and understood the policy relating to interests and declare that I have no interests which could conflict with my role.

Signed:

Date:



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**PART 2  
Interests to declare**

**Name:** .....

NAME AND ADDRESS OF INTEREST	NATURE OF BUSINESS	DESCRIPTION OF INTEREST	START DATE OF INTEREST	END DATE OF INTEREST

I have read and understood the policy relating to interests and hereby declare all interests which could conflict with my role.

**Signed:**

**Date:**

Please return completed form by email to [NDABoardLogistics@nda.gov.uk](mailto:NDABoardLogistics@nda.gov.uk) or by Post addressed to: NDA Company Secretariat, Group Legal, Herdus House, Ingwell Dr, Moor Row CA24 3HU





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**Appendix A:** The following provides some guidance on what Interests that should be regarded as relevant and which, for the avoidance of doubt should be included in the register:

- a) Current employment and/or directorships held in private companies or public limited companies (with the exception of dormant companies) and any previous employment in which you have a financial interest;
- b) Any appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority etc
- c) Any majority or controlling shareholdings in companies, partnerships and other forms of business likely or possibly seeking to do business with the NDA or any NDA Group Company or any Public Body;
- d) Any membership of any professional bodies, special interest groups or mutual support organisations.
- e) Any interest held in any firm or company or business which, in connection with the matter, is trading with the NDA or any NDA Group Company or any Public Body, or is likely to be considered as a potential trading partner of NDA or any NDA Group Company or any Public Body;
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NDA or any NDA Group Company or any Public Body;
- g) Details of any organisation contracting with the NDA or any NDA Group Company or any Public Body in which you have a pecuniary (relating to money) interest. This includes known interests of your spouse, cohabiting partner or any family members; and
- h) Details of any other employment or business or other relationship of your spouse or cohabiting partner that conflicts, or could reasonably be predicted to conflict, with the interests of the with the NDA or any NDA Group Company or any Public Body.



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**Appendix 3: NDA Register of Board Members Interests**

NDA BOARD MEMBER NAME	POSITION	NOTHING TO DECLARE	NAME AND ADDRESS OF ORGANISATION	NATURE OF BUSINESS	DESCRIPTION OF INTEREST	START DATE OF INTEREST	END DATE OF INTEREST	DATE OF ENTRY/ CONFIRMATION