

MANAGEMENT OF CONFLICTS OF INTEREST

1. INTRODUCTION

The Directors of the Board of Festival 2022 Ltd (the “**Company**”) have a legal obligation to act at all times in the best interests of the Company, and in accordance with the Company’s Articles of Association. A conflict of interest may arise where an individual’s personal, professional or family interests and/or loyalties could potentially conflict with those of the Company.

Such conflicts may create problems as they can:

- inhibit free discussion;
- result in decisions or actions that are not solely in the interests of the Company; and
- risk the impression that the Company has acted improperly.

The aim of this process is to protect the Company and individuals from any appearance of impropriety.

2. THE DECLARATION OF INTERESTS

2.1 Board Directors

All Board Directors are required to declare their interests, and any gifts or hospitality received in connection with their role as a Director of the Company. Each Director completed a declaration of interests form when he/she/they was/were appointed as a Director of the Board. To be effective, the declarations are updated on a regular basis with the relevant form being sent to all Directors by the Company Secretary on an annual basis. In addition, when any changes are declared by a Director mid-way through a year, the Register is updated accordingly. The completed Register of Directors Interests is published on the Company’s website (as updated from time to time). The form lists the types of interest which each Director is required to declare. The current Register of Directors Interests is attached in the Appendix to this document.

The Directors are reminded to err on the side of caution when declaring their interests by declaring as much detail as possible.

2.2 Board Meetings

At each Board meeting there is a standing agenda item at the start of the meeting during which all Directors are reminded of their requirement to declare any conflict of interests in relation to any matters to be discussed at that meeting (as per the Agenda and the Board papers).

In addition, the Chair reminds each Director before each key Agenda item to be discussed if they wish to consider if they have any interest to declare in relation to that particular Agenda item (in particular those nominee directors in relation to their nominating party). This is discussed in advance of each Board meeting between the Chair and the Company Secretary and specifically included within the Chairperson’s notes. The Company Secretary also attends each Board meeting and ensures that any relevant conflicts are adequately declared.

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2.3 Gifts and Hospitality

The Company asks all Directors of the Board and all staff to declare any gifts or hospitality received or given in connection with their role in the Company with a value (per item or event) of over £25. Such gifts or hospitality are entered in the register of gifts and hospitality, which is published on the Company's website on a quarterly basis. This is reviewed by the Company Secretary on a regular basis.

3. DATA PROTECTION

All information provided will be processed by the Company in accordance with the 2018 Data Protection Act. Data will be processed only to ensure that the Board and all staff act in the best interests of the Company. The information provided will not be used for any other purpose.

4. WHAT TO DO IN THE EVENT OF A CONFLICT OF INTEREST

Any Board member who declares a conflict of interest should not be involved in decisions that relate to that conflict and shall not be permitted to vote on such matters on the Agenda where such conflict exists.

All interests should be raised before such discussion commences. If a Director fails to declare an interest that is known to the Chair of the Board, another Director or the Company Secretary, one of them will declare that interest on the relevant Director's behalf.

5. DECISIONS TAKEN WHERE A DIRECTOR HAS AN INTEREST

In the event of the Board having to decide upon a question in which a Director has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate.

Interested Board members may not vote on matters affecting their own interests. They may participate in the discussion but not the decision-making process, in accordance with the procedure laid out in the Company's Articles of Association.

All decisions under a conflict of interest will be recorded by the Company Secretary/Board Secretariat and reported in the minutes of the meeting. The report will record:

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

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REGISTER OF MEMBERS' INTERESTS

Name	Board / Committee of Festival 2022 Ltd and Status	Employment Details	Other Non-Exec Board Positions & Voluntary Positions	Political Activity	Other interests or information including significant interests of family and friends which might affect duties at Festival 2022 Ltd, or be perceived to affect those duties
Dame Vikki Heywood CBE	Chairperson and Non-Executive Director of Festival 2022 Ltd Board	None	<ul style="list-style-type: none"> • Director, National Theatre Live Ltd • Director, National Theatre Staging Ltd • Director, National Theatre Productions • Trustee, The Foyle Foundation • Director, Mountview Productions Ltd • Director, Mountview Arts Centre Ltd • Director, Mountview Academy of Theatre Arts Ltd • Director, Royal Court Theatre Productions Ltd • Director American Friends of Chicken Shed, Inc. • Member, Society of London and UK Theatres Ltd • Fellow, Royal Society of Arts 	None	Spouse is Chairman of the National Theatre of Wales
Amali de Alwis MBE	Non-Executive Director of Festival 2022 Ltd Board	Managing Director, Microsoft UK	<ul style="list-style-type: none"> • Ada, national College for Digital Skills (voluntary, Board director/Trustee) • Raspberry Pi Foundation (voluntary, trustee (now) and Board director (upcoming ratification)) • D&I Board, Institute of Coding • Awards judge, EY Entrepreneur of the Year awards 	None	None
Faraz Tasnim	Non-Executive Director of Festival 2022 Ltd Board; Chairperson of Festival 2022 Ltd Audit Risk & Assurance Committee	Commercial Director, Quilter Group PLC. Director, Tasnim Consultancy Ltd	<ul style="list-style-type: none"> • Treasurer - Runnymede Trust • Board Member, Global Edge Technologies PVT Ltd (South Africa) (Wholly owned subsidiary of Quilter Group PLC) 	None	None

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Rob Smith MBE	Non-Executive Director of Festival 2022 Ltd Board	Director, The Active Hands Company Ltd	<ul style="list-style-type: none"> None 	None	None
Dr. Hayaatun Sillem CBE	Non-Executive Director of Festival 2022 Ltd Board	CEO, Royal Academy of Engineering	<ul style="list-style-type: none"> Director, RAE Trading Ltd Trustee, EngineeringUK Trustee, Foundation for Science & Technology Chair, St Andrews Prize for the Environment Chair, UK Government Innovation Expert Group Co-Chair, Hamilton Commission on Black Representation in Motorsport Chair, Strategic Advisory group for UKRI Circular Economy Programme Member, Made Smarter Commission Member, Lloyd's Register Foundation Advisory Board Member, accelerateHER Advisory Board Honorary Professor, UCL Department of Science, Technology, Engineering and Public Policy 	None	None
Dr. Maggie Aderin-Pocock MBE	Non-Executive Director of Festival 2022 Ltd Board	Director, Science Innovation Ltd	<ul style="list-style-type: none"> Director, Institute for Public Policy Research Director, Young Engineers 	None	None
Liam Hannaway	Non-Executive Director of Festival 2022 Ltd Board	None	<ul style="list-style-type: none"> Secretary, Youthaction Northern Ireland Treasurer, Community Development Health Network Board Member, Arts Council NI Volunteer Committee Member, Lislea Drama Festival Committee & Lislea Dramatic Players Board Member, APEX Housing Association Board Member, CINI (Children in Northern Ireland) 	None	

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Priya Lakhani OBE	Non-Executive Director of Festival 2022 Ltd Board	CEO, CENTURY Tech	<ul style="list-style-type: none"> Member of the Board of Advisors for Heathrow Non-Executive Director, The Teaching Awards Trust 	None	None
Roger Lewis	Non-Executive Director of Festival 2022 Ltd Board	Director	<ul style="list-style-type: none"> President National Museum of Wales Chair, Racecourse Media Group Chair, Churchill Lines Foundation Trustee, Compass for Life Advisor, Global Mutual 	None	None
Dr Bridget McConnell CBE	Non-Executive Director of Festival 2022 Ltd Board	CEO, Glasgow Life	<ul style="list-style-type: none"> RSE Post-Covid Futures Commission Inclusive Public Services Group Chair, Health & Wellbeing Economy Working Group of the Events Industry Advisory Group Board Member, The Carnegie Trust for the Universities of Scotland Member, Scottish Events Industry Advisory Group Board Member, Arts and Business Scotland 	None	Member, House of Lords
Roger Mosey	Non-Executive Director of Festival 2022 Ltd Board	Master of Selwyn College, Cambridge	<ul style="list-style-type: none"> Syndic of the Fitzwilliam Museum, Cambridge Chair, Centre of Family Research, Cambridge University Board Member, Cambridge University Boat Club President, Cambridge University Rugby Football Union President, Cambridge University Golf Club Member, BAFTA Member, Royal Television Society 	None	Deputy Vice Chancellor, Cambridge University

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Mary Stuart	Festival 2022 Ltd Board member	Vice Chancellor, University of Lincoln	<ul style="list-style-type: none"> • UUK ARAG – Board member • UUK Value of Higher Education Advisory Group – Member • Arts Council – Cultural Cities Recovery Roundtable (Board member) • NCEE (National Centre for Entrepreneurship in Education) – Board member • Lincoln Cultural Arts Partnership (Chair) • University Technical College (Board member) • Lincolnshire Educational Trust Ltd – Chair of Members • Chair of Lincoln Arts and Cultural Partnership (2015) • LSIP – Director • Lincoln Towns Deal Board – Chair North Lincolnshire Towns Deal Board - Chair <p>Centre for Education Policy and Equalising Opportunities (CEPEO) (Board member)</p>	None	None
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Last Updated: 18/10/2021