



Conflict of Interest Policy

Reviewed by the Finance, Personnel, Audit and Risk Committee:	29th June 2022
Adopted by the Governing Body:	11th July 2022
Signed: Chair of Governors: Derek Kuziw	Date:



To be Reviewed:

Summer 2024

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‘We promise to shine together’
Let the light of your face shine upon us - Psalm 4:6

Our ambition is to serve our community by providing an excellent education, which is inclusive and distinctive within the context of Christian belief and practice, upholding our values in the daily life of the Academy and in our relationships with others.

1. AIMS

- 1.1. At St Mary's Church of England Academy Trust (the Trust) we want to ensure that the decisions taken by the Governing Body are free from personal bias, and don't unfairly benefit any individual or company connected to the Academy.
- 1.2. Governors (Trustees) in our Academy must act in the best interests of the Trust, and in accordance with the Trust's articles of association, in order to avoid situations where there may be a conflict of interest.
- 1.3. This policy aims to ensure that:
 - Everyone to whom the policy applies understands what a conflict of interest is
 - Everyone to whom the policy applies understands their responsibility to identify and declare any conflicts of interest
 - Every potential relevant conflict of interest, or perceived conflict of interest, is identified, recorded and prevented
 - Decision-making isn't affected by conflicts of interest
 - There are clear procedures for managing conflicts of interest where these arise

2. LEGISLATION AND GUIDANCE

- 2.1. This policy is based on:
 - [Companies Act 2006](#)
 - Guidance from the Charity Commission which explains statutory requirements and good practice regarding [conflicts of interest for charity Trustees](#)
 - [The Academy Trust Handbook](#)
 - [The Governance Handbook](#)
- 2.2. This policy complies with our funding agreement and articles of association

3. SCOPE

- 3.1. This policy applies to:



- Academy Trust Members
- All Members of the Board of Trustees (Governors)
- Senior Trust employees

4. DEFINITIONS

4.1. Conflict of Interest

A conflict of interest is any situation in which a Governor has a business or personal interest or loyalty which could, or could be perceived to, prevent them from making a decision only in the best interests of the Trust.

It's not possible to provide an exhaustive list of what constitutes a conflict of interest, but some examples include where:

- Governors work for companies that provide, or have the potential to provide, services to the Academy
- A Governor owns their own business, and sometimes does work for the Academy
- A Governor is in a relationship with a member of staff
- A Governor also sits on the Governing Board of another school or Trust
- The Class Teacher of a parent Governors's child is subject to a disciplinary hearing

4.2. Trustee Benefit

A Trustee benefit is any instance where money, or other property, goods or services which have monetary value, are received by a Trustee from the Academy Trust. This doesn't include where Trustees are compensated for proper out-of-pocket expenses.

Trustees can only benefit from the Trust in such a way, either directly or indirectly, where there is an **explicit authority** in place before any decisions are made.

Examples of Trustee benefits include where Trustees decide to:

- Sell, loan or lease trust assets to a Trustee
- Acquire, borrow or lease assets from a Trustee for the Trust
- Pay a Trustee for carrying out a separate paid post within the Trust, even if that Trustee has recently resigned as a Trustee
- Pay a Trustee for carrying out a separate paid post as a Director or employee of the Trust's subsidiary trading company
- Pay a Trustee, or person or company closely connected to a Trustee, for providing a service to the Trust
- Employ a Trustee's spouse, partner or other close relative at the Trust or its subsidiary trading company
- Make a grant to a service user Trustee, or a service user who is a close relative of a Trustee
- Allow a service user Trustee to influence trust activities to their exclusive advantage

Explicit authority will come from either:



- Our articles of association
- A statutory provision (such as the power in the Charities Act which allows charities to pay Trustees for additional services in some circumstances)
- The Charity Commission
- The Court

5. ROLES AND RESPONSIBILITIES

5.1. Chair of Governors will:

- Ensure that the register of interests is completed each year
- Make sure declarations of interest are made before each meeting
- Arbitrate decisions about how to deal with conflicts of interest, where appropriate
- Monitor this policy, and seek advice on any necessary changes

5.2. Clerk to Governors will:

- Maintain the register of interests, and update it when Governors inform them of changes to their circumstances
- Advise the board on how to deal with conflicts of interest

5.3. All Governors will:

- Declare their conflicts of interest before or during meetings, and complete the register of interests faithfully
- Make sure they inform the Chair and Clerk immediately of any changes to their circumstances
- Take appropriate action to remove any conflict of interest, or seek advice on how to do so if necessary

6. WHAT GOVERNORS MUST DECLARE

6.1. Governors must declare:

- Directorships, partnerships and employments with businesses
- Trusteeships and Governorships at other educational institutions or charities
- Material interests arising from relationships with other members, Trustees or local Governors (including spouses, partners and close relatives)
- Material interests arising from relationships with Trust employees (including spouses, partners and close relatives)
- Business or personal interests of their spouses, partners and close relatives, where there's a possibility that the Trust will have dealings with that person

- 6.2. If an individual isn't sure whether something constitutes a conflict of interest, or needs to be declared, they should err on the side of caution and declare it.



- 6.3. Senior Trust employees, and Governors who are staff members, must declare an interest in relation to matters of their own pay and appraisal, and must not participate in discussions or decisions about these.

7. PROCEDURES

7.1. Register of Interests

The Trust requires each Governor to complete a declaration of interests form at the beginning of each academic year. New Governors will also be asked to complete a declaration of interests form if they join after the start of the academic year.

The Trust will publish information about the interests of members, Trustees (Governors), and the Accounting Officer (where the accounting officer isn't already included due to being a Trustee).

Senior Trust employees, and Governors who are staff members, aren't required to record their employment with the Trust on the register of interests.

If an individual's circumstances change after the register of interests is completed, they must immediately alert the Chair and the Clerk that they need to make amendments or further declarations.

7.2. Declaring Conflicts of Interest and Taking Action

Agendas of meetings will be circulated in advance. Governors must review any agenda sent to them, and alert the Chair and the Clerk as soon as possible if they have a conflict of interest related to any item on the agenda.

Each meeting will also include a standing agenda item to allow declarations to be made.

If a conflict becomes apparent during a meeting, and Governors didn't declare these prior to or at the beginning of the meeting, they must declare these immediately.

Depending on the nature of the meeting or discussion, and the interest in question, the Governing Body will decide whether the individual needs to:

- Withdraw from the meeting
- Refrain from contributing to the discussion
- Refrain from voting on a decision

The Governing Body may also decide that, having declared the interest, the Governor is free to participate in the discussion or decision as normal.

When deciding which course of action to take, the Governing Body must:

- Always make their decision in the best interests of the Trust and be able to demonstrate this
- Act to protect the Trust's reputation

- Consider the impression that their actions and decisions may have on those outside of the Trust
- Consider the level of risk related to the decision in question, and the risk that the conflict will affect the individual's ability to be impartial, or to act only in the best interests of the Trust
- Be aware that the presence of a conflicted Governor (even if they cannot participate in the decision or discussion) may inhibit free and open dialogue, and may affect the decision in some way

In cases of **serious conflict of interest**, the Governing Body may also choose to avoid the conflict by:

- Not pursuing a particular course of action
- Proceeding with the issue in a different way
- Not appointing a particular Governor or employee
- Securing a resignation from a conflicted Governor

A serious conflict of interest includes situations where the conflict:

- Is so acute or extensive that the individual isn't able to make their decisions in the best interests of the Trust or could be seen to be unable to do so
- Is present in significant or high risk decisions
- Means that effective decision-making is regularly undermined or cannot be managed in accordance with the required or best practice approach
- Is associated with inappropriate Trustee benefit

Details of any conflicts declared, and relevant actions taken, will be recorded in the minutes.

8. FAILURE TO DECLARE A CONFLICT OF INTEREST

- 8.1. Failure to declare a conflict of interest is a breach of the Governing Body's code of conduct.
- 8.2. If the Governing Body becomes aware that a Governor hasn't declared a relevant conflict of interest, it will immediately update the register of interests to ensure the record is complete and accurate.
- 8.3. Depending on the nature of the omission, the board may also:
 - Vote to suspend the Governor
 - Vote to remove the Governor from office
 - Follow any relevant disciplinary procedures
- 8.4. If a Governor is aware of another Governor's undeclared interest, they should alert the Chair and the Clerk immediately.

9. MONITORING AND REVIEW ARRANGEMENTS

- 9.1. The Governing Body will be responsible for monitoring the implementation and effectiveness of this policy. It will be reviewed every two years by the Finance, Personnel, Audit and Risk Committee; or before at any time, if there is new relevant legislation or guidance.